

L A W S

RELATING TO

RELIGIOUS CORPORATIONS:

BEING A COLLECTION OF THE GENERAL STATUTES OF THE SEVERAL
STATES AND TERRITORIES FOR THE INCORPORATION AND
MANAGEMENT OF CHURCHES, RELIGIOUS SOCIETIES,
PRESBYTERIES, SYNODS, ETC., WITH REFERENCES
TO SPECIAL LEGISLATION PERTAINING
TO DENOMINATIONAL CHURCHES.

BY

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PHILADELPHIA :

PRESBYTERIAN BOARD OF PUBLICATION
AND SABBATH-SCHOOL WORK.

1896.

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PREFACE.

The General Assembly of the Presbyterian Church in the United States of America, in the year 1892, received overtures from thirty-two Presbyteries asking "that some proper inquiry be made into the generally prevalent methods of managing the temporal affairs of our churches by means of Boards of Trustees, and that if these methods are found to be defective or injurious, that some means shall be taken to amend them." The General Assembly thereupon appointed a Committee to take into consideration the whole subject of Church Temporalities. The Committee was constituted as follows: *Ministers*—John Fox, D.D., William S. Fulton, D.D.; *Ruling Elders*—Hon. Thomas Ewing, Hon. John W. Foster, and Silas B. Brownell, Esq. To this Committee the Rev. Willis G. Craig, D.D., LL.D., and the Hon. David Wills were added in 1893, and on the decease of the latter gentleman in 1895, William M. Lanning, Esq., was appointed in his place. In the year 1893, the Committee reported to the General Assembly, among other things, that it was "embarrassed by the fact that there never had been any satisfactory collation of the various State laws bearing on the matter" referred to them. The General Assembly therefore empowered the Committee "to have made a satisfactory collation and digest of the laws of the various States connected with the management of church property." In 1894, the Committee reported that the work of compiling these laws had been completed, and that inasmuch as its preparation "required far more time and labor than any of the members of the Committee could give," it had been entrusted to the Stated Clerk of the Assembly. In addition they stated, "that it would serve many useful purposes, both to them and to the Church at large, to have this material in print and accessible to all. Future discussion of the subject would be much easier in the light of the facts thus brought out, and many Sessions, Trustees and congregations would be inconvenienced by being able to turn easily to the law governing their action." The Assembly of 1894, therefore, directed the Board of Publi-

cation to publish the collection of laws. In 1895 the Committee reported that "the compilation was found to need revision in order to make it thoroughly accurate, inasmuch as fourteen of the States and Territories had issued revised editions of their Statute Laws since the work of compilation was begun." In connection with this work of revision, it is proper to state, that great care has been exercised in the examination and reëxamination of the Compiled Statutes, and of the Annual Statutes of the States and Territories, up to and including 1895. The new laws of the States of New York, Montana, Rhode Island, etc., will be found in their proper places.

The work is restricted as to its contents to such laws as have relation to religious corporations connected with Presbyterian churches. Many of these laws, of course, apply to churches in other Christian denominations, and the work is therefore of value to these latter to a large extent. The inclusion of the special laws affecting particular denominations, however, would have increased largely the size of the book, and therefore, the author, with the consent of the Committee, confined himself to references to such laws, showing under each State where in the Collections of Statutes they can be found. [See, for instance, Illinois, p. 91.]

Wherever necessary, as for instance in Arkansas, California, Pennsylvania and New York, the general corporation laws are given, so far as they appear to have bearing upon church organizations. These general laws have not as a rule been quoted in prior works of this character. The compiler, after consultation with distinguished legal gentlemen, both members of the Committee and others, came to the conclusion that it was best to include these laws, leaving the question of applicability where it belongs, with the legal profession and the courts. The decisions of courts are not included in the work, but are referred to briefly and concisely in the Introduction. Their great number and variety made it inadvisable to increase the size of the volume by including them.

A list of the authorities consulted in the preparation of the work will be found immediately preceding the table of contents. The statutes dealing with the taxation or exemption from taxation of church property are for convenience placed by themselves at the end. The Introduction deals concisely with matters of general interest, such as the relations of churches and religious corporations, and of spiritual officers and trustees.

The author desires to acknowledge the kindness of the authorities and the Librarian of the Philadelphia Law Library, in giving him access to the admirable collection of Statute Laws there to be found. Thanks are also due to the officers of the Board of Publication and Sabbath-school Work for their efficient and cordial coöperation, to the Assembly's Committee on Church Temporalities for many courtesies, and especially to those members of the legal profession who have materially aided in the work by invaluable advice.

The fact is to be specially emphasized that this volume is not intended to be used as a substitute for skilled legal counsel. As a source of information it has value, but it is imperative that every church, prior to and after incorporation, should secure in all matters affecting property interests, the aid of the best legal talent available.

WM. HENRY ROBERTS.

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INTRODUCTION.

There are certain matters connected with the relations of Church and State in the United States of America; the relations of churches to the corporations which hold their property; the organization of religious corporations; the decisions of judicial courts as to rights in church property; and the relations of spiritual officers of a church to the Trustees; which require at least partial statement and explanation, in order to clear understanding of the statutes contained in this volume, and to compliance with their provisions on the part of church authorities. This Introduction deals with such matters consecutively and concisely, so far as deemed necessary, having in view chiefly Presbyterian churches, and with repetition of the advice given, at the close of the Preface, that upon all questions involving the organization and management of religious corporations and the rights of church property, care be taken by church officials to secure the best legal counsel attainable.

The first topic to be considered is that of

THE RELATIONS OF CHURCH AND STATE.

The National and State Governments of the United States of America, in so far as the rights of their citizens in matters of religion are concerned, are organized upon that fundamental principle of American Protestantism, "A free Church in a free State." The great principle thus stated, finds expression by the insertion of provisions bearing upon religious freedom in the National and State Constitutions. Article I of Amendments to the National Constitution contains the provision, "Congress shall make no laws respecting the establishment of religion, or prohibiting the free exercise thereof." This provision is not to be understood as negating the fact that the American nation is a Christian nation, but simply forbids the union of Church and State, and interference by the State with the rights of conscience in matters of religion. In harmony with its requirements religious liberty is acknowledged, in one way or another, as the indefeasible right of man, in the Con-

stitutions of all the States. To give in detail the legal provisions of these Constitutions bearing upon religious freedom, is beyond the scope of this work. In general, however, it can be said, that the great majority of the States enact in their fundamental law that every man may worship God according to the dictates of his own conscience; that no man can be compelled, against his consent, to support or attend any church; and that no preference shall be shown to any one sect. Twenty States enact that no human authority or law ought, in any case whatever, to control or interfere with the rights of conscience in matters of religion; twenty-two States, that no religious test shall be required for any public trust; seventeen States, that no money shall be taken from the public treasury in aid of any church, sect, or sectarian institution; and at least seven States that no money shall be taken for the purpose last named from any municipal corporation. A number of these constitutional provisions are printed for information in this volume, under the names of certain of the States, such as Maine and Utah. The limitations connected with these constitutional provisions for the maintenance of religious liberty, and the separation of Church and State, are as follows: in fourteen States they are not to be used as excuses for acts of licentiousness or to justify practices inconsistent with the peace and safety of the State; in four States they are not to excuse disturbance of the public peace; and in three States they are not to justify practices inconsistent with the rights of others.

The only State whose Constitution appears to favor State aid in connection with religious worship is that of New Hampshire. In 1891 an amendment altering the Constitution in this respect was submitted to the people and defeated, so that in that State the Legislature is still empowered to authorize the towns and parishes to make adequate provision at their own expense, for the support and maintenance of "Protestant public teachers of piety, religion and morality." Provisions somewhat similar in the Constitutions of certain other of the States were many years past stricken out. The general trend of events in the United States has been increasingly in the line of absolute religious liberty, and total separation between Church and State, as set forth in a decision of the United States Supreme Court as follows: "In this country the full and free right to entertain any religious belief, to practice any religious principle, and to teach any religious doctrine which does not violate the laws of morality and property, and which

does not infringe personal rights, is conceded to all. The law knows no heresy, and is committed to the support of no dogmas, the establishment of no sect."

It is of interest to note, in this connection, that as early as 1729, the American Presbyterian Church took decided position in favor of the largest religious liberty, and that at a time, when even in New England, Church and State were to a certain extent united. That position was given, in 1788, definite expression in the following words: "Civil magistrates may not assume to themselves the administration of the word and sacraments; or the power of the keys of the kingdom of heaven, or in the least interfere in matters of faith. Yet as nursing fathers, it is the duty of civil magistrates to protect the church of our common Lord, without giving the preference to any denomination of Christians above the rest, in such a manner, that all ecclesiastical persons whatever shall enjoy the full, free, and unquestioned liberty of discharging every part of their sacred functions, without violence or danger. And as Jesus Christ hath appointed a regular government and discipline in his church, no law of any commonwealth should interfere with, let, or hinder, the due exercise thereof, among the voluntary members of any denomination of Christians, according to their own profession and belief. It is the duty of civil magistrates to protect the person and good name of all their people, in such an effectual manner as that no person be suffered, either upon pretence of religion or of infidelity, to offer an indignity, violence, abuse, or injury to any other person whatsoever; and to take order, that all religious and ecclesiastical assemblies be held without molestation or disturbance." (Confession of Faith, Ch. XXIII, § 3.) No churches have maintained so long and so resolutely untrammelled religious liberty, as those churches in the Republic which are known by the common names of Presbyterian and Reformed.

CHURCHES AND RELIGIOUS CORPORATIONS.

1. Definition of church.—A particular church, according to the Presbyterian Form of Government, Chap. II, § 4, "consists of a number of professing Christians, with their offspring, voluntarily associated together for divine worship and godly living, agreeably to the Holy Scriptures, and submitting to a certain form of government."

2. Constituent elements of a church.—The ecclesias-

tical body commonly known as the church is not composed exclusively of the persons named in the foregoing definition; but includes in addition to the communicant members, non-communicants, who regularly attend the services and aid in supporting the church. In the Presbyterian, as in many other denominations, persons who are non-communicants and who contribute regularly in some manner for the support of a church, are entitled to participate in the election of pastors, and their rights in the election of trustees are secured by the civil law. It is important, therefore, that these two constituent elements of the church should be held clearly in view in preparing articles of association, charters, and by-laws. Provisions should be inserted in one of these latter instruments, containing a detailed statement of the rights both of communicants and non-communicants; and also for the exclusion from the body of electors, of persons who do not contribute regularly for church support, provided the laws of the State permit such exclusion.

3. Church distinct from the corporation.—The church, primarily, is an ecclesiastical or spiritual body, and as such spiritual body it is not incorporated, and does not manage the temporalities. On the other hand, the *corporation*, which derives its existence from the civil power, has nothing to do with the church as a spiritual body. It cannot alter the church faith, cannot receive or expel church members, and it cannot prevent the church receiving or expelling whomsoever that body shall see fit to receive or expel. Its sole function is to hold the title to and manage the temporalities for the uses of the spiritual body. See, also, p. xvii.

4. Personnel of the corporation.—The personnel of any particular church *corporation* depends upon the law of the particular State in which the corporation exists. In many States it includes all the members of the ecclesiastical body, in others it is composed of trustees elected by the church, and in a few it may consist of a single person. In certain States Deacons or Elders may be chosen as Trustees. See Index.

5. Religious societies in New England.—The laws relating to religious societies in New England are peculiar in some of their provisions. These peculiarities originated in the union of Church and State during the Congregational ascendancy in that part of the country, when, as for instance in Massachusetts, the boundaries of towns and parishes were

coterminous, and both secular and ecclesiastical affairs were settled at the town meetings by the qualified voters. In the State just mentioned, until 1831, the lands of corporations were taxed for the support of religious worship. The "parish system" of New England has, however, been greatly modified by statute during the present century, though its influence is still evident in the laws now in force. See, for instance, Connecticut, page 39, section 25; Maine, page 136, section 17; New Hampshire, page 282, section 1; and Vermont, page 505, section 11. Care should be taken to incorporate Presbyterian churches, in certain of the Eastern States, under recent and general laws.

CORPORATIONS AND THEIR CHARTERS.

1. **Definition.**—The following is the definition given by Chief Justice Marshall in the Dartmouth College case: "A corporation is an artificial being, invisible, intangible, and existing only in contemplation of law. Being the mere creature of law, it possesses only those properties which the charter of its creation confers upon it, either expressly, or as incidental to its very existence. These are such as are supposed best calculated to effect the object for which it was created. Among the most important are immortality and, if the expression may be allowed, individuality; properties by which a perpetual succession of many persons are considered as the same, and may act as a single individual."

2. **Kinds of corporations.**—English law divides corporations into ecclesiastical and lay. In the United States, however, the Church is entirely separate from the State, and there are no ecclesiastical corporations in the English sense of the term. The classification given by Thompson, in his *Commentaries on the Law of Private Corporations*, is as follows: "*Public municipal corporations*, the object of which is to promote the public interests; *corporations* technically private, but of *quasi-public character*, having in view some public enterprise in which the public interests are involved, such as railroad, turnpike, and canal companies; and *corporations* strictly *private*."

3. **Private corporations.**—Private corporations are corporations formed by mutual agreement between private persons, under the forms of law, for purposes of religion, benevo-

lence, charity, business, etc. Private corporations are divided into corporations for profit and corporations not for profit.

4. Religious corporations.—Religious corporations are private corporations not for profit, formed for religious purposes, ordinarily either for the maintenance of religious worship in accordance with the religious tenets of the corporators, or for missionary, charitable and educational objects.

5. Creation of corporations.—Only a sovereign power can create a corporation. They were created in the United States, prior to the revolution, either by royal charter or under authority derived from the crown. They are now created either by special act of a legislature, or under general laws passed by a legislature.

6. Method of organization.—Where a corporation is organized under a general law it is usually effected by written articles duly executed by the corporators. The manner of effecting such organization must conform, however, in details, to the terms of the general law of the State in which the application for the charter is made.

7. Name.—Every corporation must have a distinctive name, and Presbyterian churches when choosing a name should be careful to insert the word "Presbyterian" in such name.

8. Purpose of incorporation.—It is suggested that in all articles of association and charters for Presbyterian churches, the following or equivalent words be inserted: "formed for the purpose of the worship of Almighty God and instruction in the Christian religion, according to the Confession of Faith, Form of Government, Book of Discipline, and Directory for Worship, of the Presbyterian Church in the United States of America."

9. Filing certificates.—In most of the States, articles are required to be filed and recorded with specified officers of the law, and certificates of incorporation or certified copies of the articles are issued thereupon.

10. Charters are contracts.—The Supreme court of the United States decided in the Dartmouth college case, that under the constitution of the United States, the charter of a corporation, granted by the sovereign power, and accepted by the grantees, is a contract, in such a sense that it cannot there-

after be altered or revoked without the consent of the corporation, unless the State has reserved to itself the right so to alter and revoke.

11. Alteration and repeal of charters.—The general laws, under which corporations can now be formed, in the great majority of the States, contain provisions authorizing the legislatures to alter, amend or repeal any charter granted.

12. Limitations upon charters.—It should be remembered that charters or franchises granted to any corporation by the State, may be seized for nonuser or misuser, under provisions of laws specifically applicable in such cases. Further, the granting of any charter does not prevent a State from exercising to a reasonable extent its police power over all corporations existing within its limits. Other limitations, which might be named, are not necessary to the purposes of this volume.

13. Special charters.—Wherever churches or religious corporations are in possession of special charters, granted by acts of legislatures, and when such charters contain no clause permitting the legislatures to alter, amend or revoke, it is advised that such be not surrendered. Their irrepealability is a feature of decided value.

14. Amendments by the corporation to a charter.—In many of the States, statutes have been adopted providing for the completion of defective charters, or the alteration and amendment of charters or articles of association by action on the part of the corporation desiring such modifications. [See for instance, Rhode Island, p. 466.] Such alterations and amendments are, as a rule, regarded as having been accepted by the corporation by the very act of application therefor.

15. Life of a corporation.—In some of the States the life or duration of a corporation is limited by law. If there be no legal limit, the corporation is perpetual. The life of a corporation dates from its organization, and not from the time it begins to do business.

CHURCH PROPERTY—MODES OF HOLDING.

An examination of the statutes contained in this volume will show, that while the provisions for the holding of the property of religious societies or churches differ greatly in matters of detail, only five general methods are in use, viz. :

1. Where the churches themselves become corporations upon the execution and filing of articles of association or by securing charters in accordance with law, as in such States as Indiana and Pennsylvania.

2. Where the churches are required to elect trustees, said trustees being constituted the corporation, as in such States as Maryland, Montana and New Jersey.

3. Where, as in Virginia and West Virginia, trustees are appointed by the courts for the churches, in order to secure their property rights.

4. Where, as in the Roman Catholic church, the property is held by the bishop. An ecclesiastic thus holding church property may be regarded as a corporation *sole*, though in some of the States he would not be thus held. Delaware, see p. 47, has legislation prohibiting this method of holding church property. In certain States, however, *c. g.*, Oregon, special legislation has been secured, permitting this method.

A reference to the index of this volume will show which of the States incorporate the churches, which incorporate the trustees, which permit corporations *sole*, and which provide simply for trustees for the preservation of property rights.

5. Church property is sometimes held by unincorporated churches. If they have no trustees, it is doubtful whether lands can be granted by deed to such churches, but it would appear that they may receive both real and personal property by will. Unincorporated churches wherever located, are protected, as a rule, in their property rights by the courts. It is advised that all such churches take steps, where possible, to hold their property by corporations, and that in the drafting of charters, of articles and of by-laws, the aid of competent counsel be secured.

CHURCH PROPERTY—JUDICIAL DECISIONS.

The decisions of the civil courts affecting the rights to property held by churches and religious societies are numerous. For the purposes of this introduction the statements following are sufficient. These statements deal with the decisions of civil courts directly connected with property rights, and also set forth the weight with such courts of the decisions and deliverances made by ecclesiastical courts.

1. **Specific trusts.**—Property which by deed or will of the donor, or by other instrument, is held for the express purpose of teaching some specific form of doctrine, or for any

other religious object, cannot be diverted from such purpose or object, so long as there are any persons willing to carry out the objects of the trusts, or who, having a standing in court, are prepared to insist upon the execution of the same. For instance, trusts created for the teaching of the Presbyterian system of doctrine, or for the maintenance of a home for the orphans of deceased Presbyterian ministers, cannot be diverted to any other purposes.

2. Trusts will not be allowed to fail for want of a trustee.—If, in case of a given specific trust, the trustees fail, the courts if applied to, will provide new trustees, and will carry into effect the intent of the donor or testator so far as the same can be ascertained.

3. Property of independent self-governing congregations.—The property of purely independent churches, which are controlled in their management by a majority of voices, if there be no specific trust involved, in case of controversy, will be given to the majority of the members. In cases affecting this class of churches, the civil courts will not even inquire as to whether there has been any change in the religious views of the congregation.

4. Property of denominational churches.—The property of a denominational church, in cases of dispute, will be given by the civil courts to those persons who are recognized by the highest denominational court as being the church or congregation. For instance, the property of a Presbyterian church, should the church unhappily be divided by controversy, will be given by the civil courts to that portion of the church which is recognized as the church by the highest church court.

5. A State Legislature cannot authorize by statute the transfer of property from one denomination to another.—In a case which arose in the State of Virginia, the majority of a Methodist Protestant church, withdrew from that denomination and joined the Methodist Episcopal church. Said majority claimed the right to take the property with them, and the Legislature of Virginia passed an act providing that in the case of the division of a church or religious society, a majority of the members should determine the rights of church property, after report duly made to a civil court. The decision rendered in the case was, that the provision respecting contracts in the Constitution of the United States, and found also in the

Constitution of Virginia, made the said act of the Legislature void, and that the property could not be so diverted.

6. Ecclesiastical decisions are final in ecclesiastical matters.—Where the highest ecclesiastical authority of a denomination decides a question of church law, discipline, or usage, or acknowledges certain parties as being the parties entitled to due ecclesiastical recognition, such decision will not be reviewed in the civil courts, but will be regarded by them as final. For instance, a church member expelled from a Presbyterian church, or a Presbyterian minister duly deposed, by competent ecclesiastical authority, cannot secure reinstatement by action in the civil courts. The latter courts will decline jurisdiction. Further, the ecclesiastical court is the exclusive judge of its own jurisdiction.

7. Divided church.—Where a particular church or congregation is divided by reason of controversy, and a schism results, that party which secures the recognition of the highest ecclesiastical court of the denomination, will be recognized by the civil courts as the church.

8. Seceding members.—The members of any church, whether independent or denominational, who secede therefrom, and form a new church, lose all their rights in the property.

9. Minority controls in certain cases.—If the majority of the members of a church belonging to a denomination, withdraws from the denomination, they cannot take the property with them. If the withdrawal be persisted in, the result will be to give the control of the property to the minority who adhere to the denomination.

10. Denominational divisions.—Where a denomination is divided by reason of controversy, the use of the property of its congregations, in each case, will be in those persons who are in harmony with the supreme ecclesiastical authority. The ecclesiastical connection is indissoluble.

THE TRUSTEES AND THE SPIRITUAL OFFICERS.

1. General usage.—Careful examination of the laws and decisions of all the States, with reference to the powers and duties of the trustees of churches and religious societies, leads to the conclusion that they hold and administer the property in their charge, solely for the use and benefit of the church in-

cluded within or connected with the corporation, and if the church is denominational in its character, that they are bound in their management of said property, by the laws, rules and usages of the denomination with which the Church is connected. The spiritual officers as the direct representatives of the denomination, are the controlling power in the use of the property; and in some of the States, for instance Kansas, p. 119, provision is made by law forbidding trustees to interfere with the functions of spiritual officers.

2. Trustees subject in ecclesiastical matters to the session in Presbyterian churches.—In the use of the property for church purposes, the trustees of a Presbyterian church are subject to the session. The law of the Presbyterian Church in the U.S.A. is contained in the following deliverance made by the General Assembly of 1893, viz.:

“The General Assembly takes notice that the exclusive authority of the Session over the worship of the Church, including not only the times and places of preaching the Word, but also the music and the use of the Church buildings, is not sufficiently appreciated by the Church at large, and that there are frequent complaints that trustees of congregations assume powers and authority, especially over music and the use of church buildings, which are not warranted by, but in conflict with, the Constitution of the Church. The Assembly enjoins upon the churches loyal adherence to our Form of Government, providing that the authority of the Session over all matters of worship is paramount, and at the same time recommends that all such questions be treated by the Session with Christian tact and courtesy, in the spirit of love and forbearance” [*Minutes*, 1893, p. 90].

This position of the General Assembly is in harmony with a decision of the United States Supreme Court, in a case appealed to it, to the effect that, by the act of the Legislature creating the trustees of a given church a body corporate, and by the acknowledged rules of the Presbyterian Church, the trustees were the mere nominal title-holders and custodians of the church property, and other trustees were or could be elected by the congregation to supply their places; and that in the use of the property for all religious services or ecclesiastical purposes, the trustees were under the control of the church session.

LIST OF WORKS CONTAINING COLLECTIONS OF THE STATUTES OF THE SEVERAL STATES AND TERRITORIES.

NOTE. These collections of Statutes are continued, as a rule, by volumes containing the Annual or the Biennial Statutes of the several States and Territories. The Legislatures of States marked with a star (*) meet Annually.

Alabama. The Code of Alabama. Prepared by Robert C. Brickel, Peter Hamilton and John P. Tillman, Commissioners. 2 vols., 8vo, 1887.

Alaska. The laws affecting Alaska are to be found in the U. S. Statutes. The laws affecting Churches are printed on pp. 4 and 5 of this volume.

Arizona. Revised Statutes of Arizona. 1 vol., 8vo, 1887.

Arkansas. A Digest of the Statutes of Arkansas, Embracing all Laws of a General Nature. By L. P. Sandels and Joseph M. Hill. 1 vol., 8vo, 1893.

California. The Codes and Statutes of California. By F. P. Deering. 4 vols., 8vo, 1885. Supplement. By F. P. Deering and J. H. Deering, Jr. 1 vol., 8vo, 1889.

Colorado. Mills' Annotated Statutes of the State of Colorado, Embracing the General Statutes of 1883, and all General Laws enacted since that Compilation (except the Code of Civil Procedure) in force January 1, 1891. Edited and Annotated by J. Warner Mills. 2 vols., 8vo, 1891.

Connecticut. The General Statutes of Connecticut. Revision of 1887. In force January 1, 1888. Published by authority of the State. 1 vol., 8vo, 1887.

Delaware. Revised Statutes of the State of Delaware of 1852, with the Additional Laws of a Public and General Nature enacted to 1893. Published by authority of the General Assembly. 1 vol., 8vo, 1893.

District of Columbia. Digest of Decisions of the Courts of Last Resort in the District of Columbia, together with a Compilation of the Revised Statutes of the U. S., and the Revised Statutes relating to the District of Columbia, in most frequent use in the District. By Thos. S. Cogley. 2 vols., 8vo, 1892.

- Florida.** The Revised Statutes of the State of Florida. Published by authority of the Legislature. Prepared by W. A. Blount, C. M. Cooper and L. C. Massey, Commissioners. In effect June 14, 1892. 1 vol., 8vo, 1892.
- Georgia.*** The Code of the State of Georgia. Fourth edition. Prepared by Geo. N. Lester, C. Rowell and W. B. Hill, Commissioners. Published by authority of the General Assembly. 1 vol., 8vo, 1882.
- Idaho.** The Revised Statutes of Idaho Territory. In force June 1, 1887. 1 vol., 8vo, 1887.
- Illinois.** Annotated Statutes of the State of Illinois. In force January 1, 1885. Edited by Merritt Starr and Russell H. Curtis. 2 vols., 8vo, 1885. Supplement. 1 vol., 8vo, 1892.
- Indian Territory.** No laws published.
- Indiana.** Annotated Statutes of the State of Indiana. In force January 1, 1894. By Harrison Burns. 3 vols., 8vo, 1894.
- Iowa.** New Revised and Annotated Code of Iowa. Edition of 1888. To July 4, 1888. By Wm. E. Miller. Annotated. 1 vol., 8vo, 1888.
- Kansas.** General Statutes of Kansas, 1889. Annotated. Published by authority of the Legislature. By Irwin Taylor. 2 vols., 8vo, 1889.
- Kentucky.** The Kentucky Statutes. By J. Barbour and John D. Carroll. 1 vol., 8vo, 1894.
- Louisiana.** Revised Laws of Louisiana. Approved March 14, 1870. With Copious References to the Acts of the Legislature from 1870 up to 1882. Compiled and Edited by Hon. Albert Voorhees. Second Edition, 1 vol., 8vo, 1884. Also Revised Civil Code of Louisiana. By E. D. Saunders. 1 vol., 8vo, 1884.
- Maine.** Fourth Revision. The Revised Statutes of the State of Maine. In effect January 1, 1894. Published by authority of the Legislature. 1 vol., 8vo, 1884.
- Maryland.** The Maryland Code. Public Local Laws. Codified by John Prentiss Poe. Adopted by the General Assembly March 14, 1888. Published by authority of the State of Maryland. 2 vols., 8vo, 1888.
- Massachusetts.*** Public Statutes of the Commonwealth of Massachusetts. By C. A. Merrill. 1 vol., 8vo, 1882-1888. Supplement. 1 vol., 8vo, 1882-1888.
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CAPTIONS AND NUMBERS.

The captions of this work are usually the author's own, except where, as in New York, they are a part of the text of the Laws. They are numbered separately and consecutively, for this work, under each State.

The numbers following the captions, are the numbers either of the sections of State Constitutions, or of sections in the Codes or Compilations of Laws of the several States and Territories, or of the Acts of which the sections printed are parts. Where the numbers belong to Codes or Compilations of Laws, they are the numbers of the Sections in the Codes, etc., whose titles are given in the preceding list of publications.

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ALABAMA.

CONSTITUTION. Article XIV.

(Operative, Dec. 10, 1875.)

1. Limitation on powers of corporations.—5. No corporation shall engage in any business other than that expressly authorized by its charter.

2. Powers of General Assembly.—10. The General Assembly shall have the power to alter, revoke or amend any charter of incorporation now existing, and revocable at the ratification of this Constitution, or any that may hereafter be created, whenever, in their opinion, it may be injurious to the citizens of this State, in such manner, however, that no injustice shall be done to the incorporators. No law hereafter enacted shall create, renew or extend the charter of more than one corporation.

STATUTES. Code, 1887.

3. Method.—Election of trustees.—1694. The members of any church or religious society, of an educational society, benevolent society, or the owners of a graveyard, desiring to become incorporated, shall elect not less than three nor more than nine trustees.

4. Incorporation completed by filing certificate.—1695. Such trustees shall, within thirty days after their election, file in the office of the judge of probate of the county in which the corporation is to exercise its functions, a certificate stating the corporate name selected, the names of the trustees, and the length of time for which they were elected; which certificate shall be subscribed by them, and recorded. The members of such society, their associates and successors are, from the filing of such certificate, incorporated by the name therein specified.

5. Powers.—1696. Corporations created under this chapter may hold real and personal property, not exceeding in value fifty thousand dollars, may receive property by gift, will or

devise, holding the same in conformity with all lawful conditions imposed by the donor, and exercise such other powers as are incident to private corporations.

6. Suits against, how begun.—1697. In all suits or legal proceedings, the service of process and papers on a trustee of such corporation is valid for the purpose of bringing such corporation into court, or for the objects of the notice.

7. Consent of majority of members necessary to execution of mortgage.—1698. The trustees, or other authorized agents of any society or church, organized by special charter, or under the general laws of this State, may, by mortgage or deed of trust, convey all, or any part of the property thereof, real or personal, to secure the payment of any debt contracted by the trustees or other authorized agents; but this section shall first have been accepted as an amendment to the organic law of such society or church, if not already a part of it, by a majority of the adult members of such society or church, assembled after ten days' notice of the time, place and object of such meeting, posted at the usual place of assembly, and published by announcement at a regular meeting for at least one week prior to such action; no such mortgage or deed of trust shall be executed without the consent of a majority of such trustees and of a majority of the adult members of such organization, voting thereon at a meeting assembled after ten days' notice as above.

8. Recital upon minutes evidence of regularity.—1699. A recital upon the minutes of the proceedings of such society or church, that such notice was given, and of the vote upon the question before the meeting, shall be evidence of the regularity of such meeting, and of the proceedings therein.

INCOMPLETE ARTICLES OF INCORPORATION.

[Act of Feb. 28, 1889.]

9. How completed.—Whenever any private corporation heretofore or hereafter created under the laws of Alabama have accidentally or inadvertently failed to comply with the requisition of the statute in its organization, it shall be lawful for the president of such organization to supply such omission by filing with the probate judge who issued the certificate of incorporation, a statement, under oath, setting forth such omission and supplying the same, which shall be filed with the other papers of such incorporation and recorded. And such filing

shall relate back to the date of such incorporation, except as to the rights of third parties, which might have intervened.

AMENDMENT OF CHARTERS.

[Act of Feb. 6, 1895.]

10. **How effected.**—Any corporation not of a business character may alter or amend its charter whenever not less than three-fourths in number of the members thereof shall file in the office of the judge of probate of the county wherein the original declaration of incorporation was filed, or in cases where the charter was granted by an act of the general assembly of Alabama, prior to the enactment of the general incorporation laws of this State of 1867, in the office of the secretary of state, a declaration in writing, signed by them, setting forth, 1. When said corporation was organized, its name, what changes, if any, it is desired to make in such name. 2. The purposes of the corporation, as the same are set forth in the original declaration of incorporation and the alterations and amendments thereof, if any such are desired. *Provided, . . .* That no such change or alteration in the charter of any corporation shall authorize it to exercise any powers, or to do any acts which similar corporations are not authorized to exercise and do, under the laws existing at the time such alteration or amendment is made nor to decrease its stock below the minimum fixed by these existing laws.

ALASKA.

ACT OF CONGRESS, May 17, 1884.

1. Laws of Oregon applicable,*—7. That the general laws of the State of Oregon now in force are hereby declared to be the law in said district, so far as the same may be applicable and not in conflict with the provisions of this act or the laws of the United States.

2. Land for missionary stations.†—8. That the said district of Alaska is hereby created a land district. . . . *And provided also,* That the land not exceeding six hundred and forty acres at any station now occupied as missionary stations among the Indian tribes in said section, with the improvements thereon erected by or for such societies, shall be continued in the occupancy of the several religious societies to which said missionary stations respectively belong until action by Congress; but nothing contained in this act shall be construed to put in force in said district the general land laws of the United States.

ACT OF CONGRESS, March 6, 1891.

3. Missionary stations excepted from provisions for town sites and purchase of lands.—14. . . . And all tracts of land not exceeding six hundred and forty acres in any one tract now occupied as missionary stations in said district of Alaska are hereby excepted from the operation of the last three preceding sections of this act (26 Stat., 1095).

* See also, under Arizona, Federal Laws.

† See similar titles under Oregon and Washington.

ARIZONA.

FEDERAL LAWS AFFECTING ALL THE TERRITORIES.

Revised Statutes of the U. S., 1891.

1. Powers of Territorial Assemblies.—1889. The Legislative Assemblies of the several Territories shall not grant private charters or special privileges, but they may, by general incorporation acts, permit persons to associate themselves together as bodies corporate, . . . for colleges, seminaries, churches, libraries or any other benevolent, charitable or scientific association.

2. Limit on real estate.—1890. No corporation or association for religious or charitable purposes shall acquire or hold real estate in any Territory during the existence of the Territorial government of a greater value than fifty thousand dollars, and all real estate acquired or held by such corporation or association contrary hereto shall be forfeited and escheat to the United States; but existing vested rights in real estate shall not be impaired by the provisions of this section.

3. Trustees to hold real estate.—5352. All religious societies, sects, and congregations shall have the right to have and to hold, through trustees appointed by any court exercising probate powers in a Territory, only on the nomination of the authorities of such society, sect, or congregation, so much real property for the erection or use of houses of worship, and for such parsonages and burial-grounds as shall be necessary for the convenience and use of the several congregations of such religious society, sect, or congregation.

REVISED STATUTES OF ARIZONA, 1887.

TITLE XII. CHAP. I. PRELIMINARY PROVISIONS.

1. Private corporations defined.—231 (Sec. 3). A private corporation is one organized for the purposes of religion, charity or benevolence, sociability or learning, or for profit.

CHAP. II. CORPORATIONS IN GENERAL.

2. Who may incorporate.—232 (Sec. 1). Any number of persons may associate themselves together and become incorporated for the transaction of any lawful business. But such incorporation shall confer no powers or privileges not possessed by natural persons except as herein provided.

3. Powers.—233 (Sec. 2). Among the powers of such bodies corporate, shall be the following:

1. To have perpetual succession.
2. To sue and be sued by the corporate name.
3. To have a common seal and alter the same at pleasure.
4. To render the shares or interest of stockholders transferable and prescribe the mode of making such transfers.
5. To exempt the private property of members from liability for corporate debts.
6. To make contracts, acquire and transfer property, possessing the same powers in such respects as private individuals now enjoy.
7. To establish by-laws and make all rules and regulations deemed expedient for the management of their affairs not inconsistent with the Constitution and laws of the United States and laws of this Territory.

4. Articles of incorporation. — 234 (Sec. 3). Before commencing any business except that of their own organization, they must adopt articles of incorporation, which shall be signed and acknowledged by them, as deeds are required to be acknowledged and recorded in a book for that purpose, in the office of the county recorder of the county where the principal place of business is to be.

The articles of incorporation must contain :

1. The names of the corporators, the name of the corporation and its principal place of transacting business.
2. The general nature of the business proposed to be transacted.
3. The amount of capital stock authorized and the times when and conditions upon which it is to be paid in.
4. The time of the commencement and termination of the corporation.
5. By what officers or persons the affairs of the corporation are to be conducted, and the times at which they are to be elected.

6. The highest amount of indebtedness or liability to which the corporation is at any time to subject itself.

7. Whether private property is to be exempt from corporate debts. Unless so exempted stockholders are liable for the debts of the corporation, in the proportion which their stock bears to the whole capital stock.

5. Time-limit and renewal of charters.—238 (Sec. 7). Corporations for the construction of any work of internal improvement may be formed to endure for fifty years, those formed for other purposes shall not exceed twenty-five years in duration, but in either case they may be renewed from time to time for a period not greater than was at first permissible, when three-fourths of the votes cast at any regular election held for that purpose shall be in favor of such renewal.

6. Dissolution, how secured.—239 (Sec. 8). The corporation shall not be dissolved prior to the period fixed upon, in the articles of incorporation, except by a majority of stock of its members unless a different rule is adopted in the articles. And no such premature dissolution shall take place, unless preceded by the newspaper publication required at its organization.

7. Legal organization to be presumed.—248 (Sec. 17). Persons acting as a corporation under the provisions of this act shall be presumed to be legally organized until the contrary is shown, and no such franchise shall be declared to be actually null and forfeited except in a regular proceeding brought for that purpose.

CHAP. VI. RELIGIOUS, SOCIAL AND BENEVOLENT ASSOCIATIONS.

8. Who may incorporate.—332 (Sec. 1). Any number of persons associated together for any purpose where pecuniary profit is not their object, and for which individuals may lawfully associate themselves, may, in accordance with the rules, regulation or discipline of such association elect directors, the number thereof not to be less than three, nor [more] than twenty-five, and may incorporate themselves as provided in this title.

9. Articles of incorporation.—333 (Sec. 2). In addition to the requirement of Section 3, of Chapter II, of this act, so far as such section is applicable, the articles of incorporation of any such association as is mentioned in the preceding section

shall set forth the holding of the election for directors, the time and place where the same was held and the result thereof, which fact must be verified by the officers conducting the election.

10. Powers. Limit on property.—334 (Sec. 3). All such corporations may hold all the property of the association owned prior to incorporation, or acquired thereafter in any manner, and transact all business relative thereto, but no such corporation must own or hold more real estate than may be necessary for the business and objects of the association, and providing burial-grounds for its deceased members not to exceed six whole lots in any city or town, nor more than twenty acres in the country, the annual increase or income whereof must not exceed fifty thousand dollars.

11. Directors. Annual report.—336 (Sec. 5). The directors must annually make a report of all property, real and personal, held in trust for their corporation by them, and of the condition thereof, to the members of the association for which they are acting.

12. How real estate may be mortgaged or sold.—337 (Sec. 6). Corporations of the character mentioned in Section one of this chapter, may mortgage or sell real property held by them upon obtaining an order for that purpose from the district court held in the county in which the property is situated. Before making the order, proof must be made to the satisfaction of the court that notice of the application for leave to mortgage or sell, has been given by publication in such manner and for such time as the court or judge has directed, and that it is for the interest of the corporation that leave should be granted as prayed for. The application must be made by petition, and any member of the corporation may oppose the granting of the order by affidavit or otherwise.

13. Additional powers.—338 (Sec. 7). Corporations organized for purposes other than for profit may, in their by-laws or ordinances, constitutions, or articles of incorporation, in addition to the provisions in Chapter II of this act, provide for:

1. The qualifications of members, mode of election, and terms of admission to membership;
2. The fees of admission and dues to be paid to their treasury by members;
3. The expulsion and suspension of members for misconduct or non-payment of dues; also for restoration to membership;

4. Contracting, securing, paying, and limiting the amount of their indebtedness;

5. Other regulations, not repugnant to the Constitution or laws of the Territory and consonant with the objects of the corporation.

14. New members.—339 (Sec. 8). Members admitted after incorporation have all the rights and privileges, and are subject to the same responsibilities as members of the association prior thereto.

15. Rights or privileges of members.—340 (Sec. 9). No member, or his legal representative, must dispose of or transfer any right or privilege conferred on him by reason of his membership of such corporation, or be deprived thereof, except as herein provided.

CHAP. VIII. EXISTING CORPORATIONS ENTITLED TO BENEFITS.

16. How benefits may be secured.—353 (Sec. 1). Any corporation now existing in this Territory and formed under the laws thereof may, by a resolution of its board of directors, elect to come under and enjoy all the advantages of this title, and upon filing in the office of the secretary of the Territory a copy of said resolution certified by the seal of said corporation and attested by the president thereof with the seal of said corporation, such corporation shall have the same powers, privileges and rights as though it had been erected under this act.

17. Status of existing corporations.—354 (Sec. 2). No corporation formed or existing by virtue of and under the laws of this Territory before the day on which this act takes effect, is affected by its provisions, unless such corporation elects to come under this act, as provided in the preceding section, but the laws under which such corporations were formed and exist are applicable to all such corporations and are repealed subject to the provisions of this section.

ARKANSAS.

CONSTITUTION. Article XII.

[In effect, Oct. 30, 1874.]

1. Powers of General Assembly.—6. Corporations may be formed under general laws, which laws may, from time to time, be altered or repealed. The General Assembly shall have the power to alter, revoke or annul any charter of incorporation now existing and revocable at the adoption of this Constitution, or any that may hereafter be created, whenever, in their opinion, it may be injurious to the citizens of this State, in such manner, however, that no injustice shall be done to the corporators.

STATUTES. Digest, 1893.

CHAP. XLVII.

VII. CORPORATIONS FOR BENEVOLENT PURPOSES, ETC.

2. Who may incorporate.—1413. Any lodge of Freemasons or Odd Fellows, divisions of Sons of Temperance, or any grange of the Patrons of Husbandry, or any coöperative or other association organized for benevolent purposes, or for the mutual benefit of its members, or for the promotion of any other good and useful object, . . . or any association organized for the promotion of bodily or mental health, and all societies organized to promote either or all of the above-named objects, and for all other similar purposes by whatever name they may be known, consisting of not less than three persons, . . . may be constituted and declared a body politic and corporate, with all the privileges and powers and subject to all the liabilities contained in this act.

3. Articles to be filed.—1414. Any association of persons desirous of becoming incorporated, under the provisions of this act, shall file with the clerk of the circuit court and recorder for the proper county a copy of their constitution or articles of association and a list of all the members, together with a petition

to said court for a certificate of incorporation under the provisions of this act.

4. Certificate of incorporation.—1415. Said clerk shall enter of record said constitution or articles of association and accompanying petition and list of names, and shall issue to said association, under the seal of said court, a certificate in the following form, to wit:

“Whereas, A., B., C., D., E., F. and others, have filed in the office of the clerk of the court of county their constitution or articles of association in compliance with the provisions of the law, with their petition for incorporation, under the name or style of , they are therefore hereby declared a body politic and corporate by the name and style aforesaid, with all the powers, privileges and immunities granted in the law thereunto appertaining. .

(Seal.)

Attest:

Clerk of the Circuit Court of the said
county and ex-officio Recorder.”

5. Amendments to be filed.—1416. All associations incorporated under the provisions of this act shall file a copy of all amendments to their constitution or articles of association, certified as such, with the clerk of said court, within sixty days after their passage.

6. First meeting.—1417. The first meeting of any such corporation shall be called, organized and held in the manner prescribed in the constitution or articles of association of said corporation.

7. Power to raise money.—1418. Any such corporation shall have power to raise money in any manner agreed upon in its constitution or articles of association. The forms of government or management of such corporation shall also be such as are prescribed by their constitution or articles of association.

8. General powers.—1419. Such corporations shall have such powers of suing and being sued, buying, holding and selling property, real and personal, and of otherwise carrying out the purposes and objects of their organization as are possessed by other corporations and which may be necessary to their efficient management and the promotion of their purposes.

9. Record to be kept.—1420. It shall be the duty of the clerk or secretary of any such corporation to keep a fair record of the proceedings of such corporation in a book provided for that purpose, and which shall at all times be open to the inspection of the members of such corporation.

10. Fee allowed to clerk.—1421. The clerk of the circuit court shall receive for his services under the provisions of this act such fees as are allowed by law for similar services.

IX. DISSOLUTION OF CORPORATIONS.

11. Property vests in the State in trust.—1429. If any corporation shall expire or cease to exist, either by its own limitation, judicial judgment of forfeiture of charter, or by legislative act, the common law in relation to corporations shall not be in force in relation thereto, but the goods and chattels, lands, tenements and hereditaments, and every right or profit issuing out of or appertaining thereto, moneys, credits and effects of such corporation, shall immediately vest in the State in trust for the uses and purposes by said charter contemplated; and each, every, and all right, upon the expiration or dissolution of said corporation, shall be and is in abeyance until the action of the Legislature shall be had thereon, unless provisions shall be made by law for the management of said corporation fund in contemplation of such dissolution.

CHAP. CXXXII. RELIGIOUS SOCIETIES.

12. Property may be held by trustees.—6381. All lands and tenements, not exceeding forty acres, that have been or hereafter may be conveyed by purchase to any person or persons as trustee or trustees in trust for the use of any religious society within this State, either for a meeting house, burying-ground, camp-ground or residence for their preacher, shall descend, with the improvements and appurtenances, in perpetual succession, in trust to such trustees as shall, from time to time, be elected or appointed by any such religious society according to the rules and regulations of such society.

13. Powers of trustees.—6382. The trustee or trustees for the time being of any religious society aforesaid shall have the same power to defend and prosecute suits at law or in equity, and do all other acts for the protection, improvement and preservation of said property, as individuals may do in relation to their individual property.

CALIFORNIA.

CONSTITUTION. Article XII.

[In force Jan. 1, 1880.]

1. Powers of General Assembly.—1. Corporations may be formed under general laws, but shall not be created by special act. All laws now in force in this State concerning corporations, and all laws that may be hereafter passed pursuant to this section, may be altered from time to time or repealed.

2. Limitation on power of corporations.—5. No corporation shall engage in any business other than that expressly authorized in its charter or the law under which it may have been or may hereafter be organized; nor shall it hold for a longer period than five years any real estate, except as may be necessary for carrying on its business.

3. Stockholders' right to vote.—12.* In all elections for directors or managers of corporations every stockholder shall have the right to vote, in person or by proxy, the number of shares of stock owned by him, for as many persons as there are directors or managers to be elected, or to cumulate said shares and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them, on the same principle, among as many candidates as he shall think fit; and such directors or managers shall not be elected in any other manner, except that members of coöperative societies formed for agricultural, mercantile and manufacturing purposes may vote on all questions affecting such societies in manner prescribed by law.

4. Maintenance of an office not obligatory.—14. Every corporation, other than religious, educational or benevolent, organized or doing business in this State, shall have and maintain an office or place in this State for the transaction of its business, etc.

* Section 307 of the Statutes makes cumulative voting permissible in religious corporations only when so provided in the by-laws.

CODES AND STATUTES, 1885. Supplement, 1889.

(With amendments to 1894.)

TITLE I. GENERAL PROVISIONS.*

[Civil Code took effect Jan. 1, 1873.]

5. Corporations, how formed.—285. Private corporations may be formed by the voluntary association of any five or more persons, in the manner prescribed in this article. A majority of such persons must be residents of this State.

6. Purposes.—286. Private corporations may be formed for any purpose for which individuals may lawfully associate themselves.

7. Existing corporations may elect to continue.—287. Any corporation existing on the first day of January, one thousand eight hundred and seventy-three, formed under the laws of this State, and still existing, which has not already elected to continue its existence, under the provisions of this code applicable thereto, may, at any time thereafter, make such election by the unanimous vote of all of its directors, or such election may be made at any annual meeting of the stockholders or members, or at any meeting called by the directors expressly for considering the subject, if voted . . . by a majority of the members, or may be made by the directors upon the written consent of that number of such stockholders or members. A certificate of the action of the directors, signed by them and their secretary, when the election is made by their unanimous vote, or upon the written consent of the stockholders or members, or a certificate of the proceedings of the meeting of the stockholders or members, when such election is made at any such meeting, signed by the chairman and secretary of the meeting, and a majority of the directors, must be filed in the office of the clerk of the county where the original articles of incorporation are filed, and a certified copy thereof must be filed in the office of the secretary of state ; and thereafter the corporation shall continue its existence under the provisions of this code which are applicable thereto, and shall possess all the rights and powers, and be subject to all the obligations, restrictions, and limitations, prescribed thereby.

* The omitted sections, viz., 291, 293-295, 299, 300, 309, 313, 319 and 321, relate solely to corporations for profit.

8. Existing corporations not affected, but prior laws repealed.—288. No corporation formed or existing before twelve o'clock, noon, of the day upon which this code takes effect [Jan. 1, 1873], is affected by the provisions of Part IV of Division First of this code, unless such corporation elects to continue its existence under it as provided in Section two hundred and eighty-seven; but the laws under which such corporations were formed and exist are applicable to all such corporations, and are repealed subject to the provisions of this section.

9. Articles of incorporation.—289. The instrument by which a private corporation is formed is called "articles of incorporation."

10. Contents of articles.—290. Articles of incorporation must be prepared, setting forth:

1. The name of the incorporation;
2. The purpose for which it is formed;
3. The place where its principal business is to be transacted;
4. The term for which it is to exist, not exceeding fifty years;
5. The number of its directors or trustees, which shall not be less than five nor more than eleven, and the names and residence of those who are appointed for the first year.

11. Subscription and acknowledgment of articles.—292. The articles of incorporation must be subscribed by five or more persons, a majority of whom must be residents of this State, and acknowledged by each before some officer authorized to take and certify acknowledgments of conveyances of real property.

12. Articles, where to be filed.* Corporate life, fifty years, unless otherwise stated.—296. Upon filing the articles of incorporation in the office of the county clerk of the county in which the principal business of the company is to be transacted, and a copy thereof, certified by the county clerk, with the secretary of state, and the affidavit mentioned in the last section, where such affidavit is required, the secretary of state must issue to the corporation, over the great seal of the State, a certificate that a copy of the articles, containing the required statement of facts, has been filed in his office; and

* Section 299 requires a copy of articles to be filed in every county where a corporation holds property, and Section 363 (1) provides for a correction of mistakes made in filing of original articles.

thereupon the persons signing the articles, and their associates and successors, shall be a body politic and corporate, by the name stated in the certificate, and for the term of fifty years, unless it is in the articles of incorporation otherwise stated or in this code otherwise specially provided.

13. Articles to be evidence.—297. A copy of any articles of incorporation filed in pursuance of this chapter, and certified by the secretary of state, must be received in all the courts and other places as *prima facie* evidence of the facts therein stated.

14. Members defined.—298. The owners of shares in a corporation which has a capital stock are called stockholders. If a corporation has no capital stock, the corporators and their successors are called members.

15. By-laws to be adopted by members.—301. Every corporation formed under this title must, within one month after filing articles of corporation, adopt a code of by-laws for its government not inconsistent with the constitution and laws of this State. The assent . . . of a majority of the members, if there be no capital stock, is necessary to adopt by-laws, if they are adopted at a meeting called for that purpose ; and in the event of such meeting being called, two weeks' notice of the same, by advertisement in some newspaper published in the county in which the principal place of business of the corporation is located, or if none is published therein, then in a paper published in an adjoining county, must be given by order of the acting president. The written assent of . . . two-thirds of the members if there be no capital stock shall be effectual to adopt a code of by-laws without a meeting for that purpose.

16. Directors, election of.—302. The directors of a corporation must be elected annually by the stockholders or members, and if no provision is made in the by-laws for the time of election, the election must be held on the first Tuesday in June. Notice of such election must be given, and the right to vote determined as prescribed in Section 301.

17. By-laws, contents of.—303. A corporation may, by its by-laws, where no other provision is specially made, provide for:

1. The time, place, and manner of calling and conducting its meetings;

2. The number of stockholders or members constituting a quorum;
3. The mode of voting by proxy;
4. The time of the annual election of directors, and the mode and manner of giving notice thereof;
5. The compensation and duties of officers;
6. The manner of election and tenure of office of all officers other than the directors; and,
7. Suitable penalties for violations of by-laws, not exceeding, in any case, one hundred dollars for any one offense

18. By-laws, recording and amendment of.—304. All by-laws adopted must be certified by a majority of the directors and secretary of the corporation, and copied in a legible hand in some book kept in the office of the corporation, to be known as the “book of by-laws,” and no by-law shall take effect until so copied, and the book shall then be opened to the inspection of the public during office hours of each day except holidays. The by-laws may be repealed or amended, or new by-laws may be adopted, at the annual meeting, or at any other meeting of the stockholders or members, called for that purpose by the directors, . . . by a vote representing two-thirds of the members. The written assent of two-thirds . . . of the members shall be effectual to repeal or amend any by-laws or adopt additional by-laws. The power to repeal and amend the by-laws, and adopt new by-laws, may, by a similar vote at any such meeting, or similar written assent, be delegated to the board of directors. The power, when delegated, may be revoked by a similar vote, at any regular meeting of the stockholders or members. Whenever any amendment or new by-law is adopted, it shall be copied in the book of by-laws with the original by-laws, and immediately after them, and shall not take effect until so copied. If any by-law be repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted, shall be stated in said book, and until so stated, the repeal shall not take effect.

19. Directors, number, qualifications, and quorum.—305. The corporate powers, business, and property of all corporations formed under this title must be exercised, conducted, and controlled by a board of not less than five nor more than eleven directors, to be elected from among the holders of stock, or, where there is no capital stock, then from the members of such corporations. . . . A majority of the directors must be in

all cases citizens of this State. Directors of all other corporations must be members thereof. Unless a quorum is present and acting, no business performed, or act done, is valid as against the corporation. Whenever a vacancy occurs in the office of director, unless the by-laws of the corporation otherwise provide, such vacancy must be filled by an appointee of the board.

20. Directors, time of election. Term.—306. At the first meeting at which the by-laws are adopted, or at such subsequent meeting as may be then designated, directors must be elected, to hold their offices for one year, and until their successors are elected and qualified.

21. Directors, election by ballot, cumulative vote permitted.—307. All elections must be by ballot. . . . In corporations having no capital stock, each member of the corporation may cast as many votes for one director as there are directors to be elected, or may distribute the same among any or all of the candidates. In either case the directors receiving the highest number of votes shall be declared elected. The provisions of this section, so far as it relates to cumulative voting, shall not apply to literary, religious, scientific, social, or benevolent societies, unless it shall be so provided in their by-laws or rules.

22. Directors, organization, quorum, and powers.—308. Immediately after their election, the directors must organize by the election of a president, who must be one of their number, a secretary, and treasurer. They must perform the duties enjoined on them by law and the by-laws of the corporation. A majority of the directors is a sufficient number to form a board for the transaction of business, and every decision of a majority of the directors forming such board, made when duly assembled, is valid as a corporate act.

23. Directors, removal of.—310. No director shall be removed from office, unless by a vote of two-thirds of the members, . . . at a general meeting held after previous notice of the time and place, and of the intention to propose such removal. Meetings of stockholders for this purpose may be called by the president, or by a majority of the directors, or by members or stockholders holding at least one-half of the votes. Such calls must be in writing, and addressed to the secretary, who must thereupon give notice of the time,

place, and object of the meeting, and by whose order it is called. If the secretary refuse to give the notice, or if there is none, the call may be addressed directly to the members or stockholders, and be served as a notice, in which case it must specify the time and place of meeting. The notice must be given in the manner provided in Section three hundred and one of this title, unless other express provision has been made therefor in the by-laws. In case of removal, the vacancy may be filled by election at the same meeting.

24. When justice of the peace may order a meeting.

—311. Whenever, from any cause, there is no person authorized to call or to preside at a meeting of a corporation, any justice of the peace of the county where such corporation is established may, on written application of three or more of the stockholders or of the members thereof, issue a warrant to one of the stockholders or members, directing him to call a meeting of the corporation, by giving the notice required, and the justice may in the same warrant direct such person to preside at such meeting until a clerk is chosen and qualified, if there is no other officer present legally authorized to preside thereat.

25. Majority of members must be represented at meetings.—312.* At all elections, or votes had for any purpose, there must be a majority of . . . the members, represented either in person or by proxy in writing. Every person acting therein (in person, or by proxy, or representative) must be a member thereof. . . . Any vote or election had other than in accordance with the provisions of this article is voidable at the instance of absent (or any) stockholders or members, and may be set aside by petition to the district court of the county where the same is held. Any regular or called meeting of the stockholders or members may adjourn from day to day, or from time to time, if, for any reason, there is not present a majority of the subscribed stock or members, or no election had, such adjournment and the reasons therefor being recorded in the journal of proceedings of the board of directors.

26. Postponed election.—314. If from any cause an election does not take place on the day appointed in the by-laws, it may be held on any day thereafter as is provided for in such by-laws, or to which such election may be adjourned or ordered by the directors. If an election has not been held at

* See No. 38, Section 599, 3, which gives religious societies the power to make by-laws to fix a quorum less than a majority.

the appointed time, and no adjourned or other meeting for the purpose has been ordered by the directors, a meeting may be called by the stockholders, as provided in Section three hundred and ten of this article.

27. District courts to hear complaints concerning elections.—315. Upon the application of any person, or body corporate, aggrieved by any election held by any corporate body, the district court of the district in which such election is held must proceed forthwith to hear the allegations and proofs of the parties, or otherwise inquire into the matters of complaint, and thereupon confirm the election, order a new one, or direct such other relief in the premises as accords with right and justice. Upon filing the petition, and before any further proceedings are had under this section, five days' notice of the hearing must be given, under the direction of the court, or the judge thereof, to the adverse party, or those to be affected thereby.

28. Officers liable for false documents.—316. Any officer of a corporation who willfully gives a certificate, or willfully makes an official report, public notice, or entry in any of the records or books of the corporation, concerning the corporation or its business, which is false in any material representation, shall be liable for all the damages resulting therefrom to any person injured thereby; and if two or more officers unite or participate in the commission of any of the acts herein designated, they shall be jointly and severally liable. (Took effect July 1, 1874.)

29. Meetings by common consent to be valid without notice.—317. When all the stockholders or members of a corporation are present at any meeting, however called or notified, and sign a written consent thereto on the record of such meeting, the doings of such meeting are as valid as if had at a meeting legally called and noticed.

30. All acts of such meetings binding.—318. The stockholders or members of such corporation, when so assembled, may elect officers to fill all vacancies then existing, and may act upon such other business as might lawfully be transacted at regular meetings of the corporation.

31. Directors, meetings, how called, when no regular provision.—320. When no provision is made in the by-

laws for regular meetings of the directors and the mode of calling special meetings, all meetings must be called by special notice in writing, to be given to each director by the secretary, on the order of the president, or if there be none, on the order of two directors.

32. Directors by unanimous vote may acquire property.—363 (2). By a unanimous vote of all the directors at any regular meeting, any corporation existing or hereafter to be formed under the laws of this State may acquire and hold the lots and building on and in which its business is carried on, and may improve the same to any extent required for the convenient transaction of its business.

TITLE XII. Religious, Social and Benevolent Associations.*

33. Corporations not for profit, how formed.—593. Any number of persons associated together for any purpose where pecuniary profit is not their object, and for which individuals may lawfully associate themselves, may, in accordance with the rules, regulations, or discipline of such association, elect directors, the number thereof to be not less than three nor more than eleven, and may incorporate themselves as provided in this part.

34. Additional contents of articles.—594. In addition to the requirements of section 290,† the articles of incorporation of any association mentioned in the preceding section must set forth the holding of the election for directors, the time and place where the same was held, that a majority of the members of such association were present and voted at such election, and the result thereof; which facts must be verified by the officers conducting the election.

35. Corporations to hold property. Limit upon real estate.—595. All such corporations may hold all the property of the association prior to incorporation or acquired thereafter in any manner, and transact all business relative thereto; but no such corporation must own or hold more real estate than may be necessary for the business and objects of the association, and providing burial grounds for its deceased members, not to exceed six whole lots in any city or town, not more than twenty acres in the country, the annual increase, income, or profit

*The omitted sections are 596 and 602. Section 596 deals with Friendly Societies, and Section 602 authorizes bishops, chief priests and presiding elders to become corporations sole. †See p. 15.

whereof must not exceed fifty thousand dollars; . . . provided further, that the limitations herein provided for shall not apply to corporations formed, or to be formed, under Section six hundred and two [three and four] of the Civil Code, when the land is held or used for churches, hospitals, schools, colleges, orphan asylums, parsonages, or cemetery purposes.*

36. Directors, annual report.—597. The directors must annually make a full report of all property, real and personal, held in trust for their corporation by them, and of the condition thereof, to the members of the association for which they are acting.

37. Real estate, how mortgaged.—598. Corporations of the character mentioned in Section five hundred and ninety-three may mortgage or sell the real property held by them, and may secure the payment of indebtedness by deed of trust or mortgage upon their real property, upon obtaining an order for that purpose from the superior court held in the county in which the property is situated. The corporations above mentioned may also issue bonds, payable at any time within twenty years, as evidence of the indebtedness secured by mortgage or deed of trust. Before making the order, proof must be made to the satisfaction of the court that notice of the application for leave to sell or mortgage or execute a deed of trust has been given, by publication in such manner and for such time as the court or the judge has directed, and that it is to the interest of the corporation that leave should be granted as prayed for. The application must be made by petition, and any member of the corporation may oppose the granting of the order, by affidavit or otherwise. But nothing herein contained shall prohibit or prevent the trustees or directors of such corporation, under such rules and regulations as they may adopt, from disposing of burial plots situated in grounds of such corporation dedicated for burial purposes, without making such application to or obtaining an order from court. [Approved March 20, 1891.]

38. By-laws, additional provisions.†—599. Corporations organized for purposes other than for profit may, in their by-laws, ordinances, constitutions, or articles of incorporation, in addition to the provisions in Title I. of this part, provide for :

1. The qualification of members, mode of election, and terms of admission to membership;

* See Nos. 41 and 42, pp. 23, 24.

† See Nos. 15 and 17, Sections 301 and 303, p. 16.

2. The fees of admission and dues to be paid to their treasury by members;

3. The number of members that shall constitute a quorum at any meeting of the corporation, and that election of officers* of the corporation by a meeting so constituted shall be as valid as if there had been a majority of the members therat present and voting;†

4. The expulsion and suspension of members for misconduct or non-payment of dues; also, for restoration to membership;

5. Contracting, securing, paying, and limiting the amount of their indebtedness;

6. Other regulations, not repugnant to the constitution or laws of the State, and consonant with the objects of the corporation.

39. Members admitted after incorporation.—600. Members admitted after incorporation have all the rights and privileges, and are subject to the same responsibilities, as members of the association prior thereto.

40. Members, rights of, cannot be transferred.—601. No member, or his legal representative, must dispose of, or transfer any right or privilege conferred on him by reason of his membership of such corporation, or be deprived thereof, except as herein provided.

41. Synods or Presbyteries may incorporate.—603. Whenever the regulations, rules, or discipline of any church or religious society require, for the administration of the temporalities thereof, or for the management of the property or estate thereof, any diocese, synod, or district organization of such church or religious society may elect directors and become an incorporation in the manner prescribed in this title, and with all the powers and duties, and for the uses and purposes, in this title provided for benevolent or religious incorporations, and subject to all the conditions, limitations, and provisions in said title prescribed, except as otherwise provided in this section; provided, that directors of such incorporation may be elected, and that the by-laws for its government may be made and amended, by the convention, synod, or other representative

* See Nos. 19 and 20, Sections 305 and 306, pp. 17 and 18.

† Special attention should be given to this provision, otherwise, No. 25, Section 312 will be in force. See also Nos. 26, 29, 30, 31, Sections 314, 317, 318, 320, pp. 19 and 20.

body of such church or religious society, in and for such district, in accordance with the constitution, by-laws, discipline, or regulation thereof, at any regular meeting, or special meeting called for that purpose; *and provided*, the certificate of incorporation and of the election of directors to be filed shall be sufficiently signed and attested by the signature of the presiding officer and secretary of the representative convention, synod, or other such body, in which such election is held; and provided, all property held by such incorporation shall be in trust for the use, benefit, and purpose of the church or religious society by and for which such incorporation was formed, and in and for which such diocese, synod, or other district is an organized or constituent part, and that the limitation in Section five hundred and ninety-five shall not apply to corporations formed under this section, when the land is held for churches, hospitals, schools, colleges, asylums, parsonages, or cemetery purposes.

42. Representative bodies may incorporate the denominational church or association.—604. Any church or other religious association in this State, composed of two or more constituent parishes, missions, congregations, or societies, having a common convention, synod, council, or other representative legislative body, may be incorporated by such representative body under this part, and subject to the provisions of this title, except as otherwise provided in this section. The representative body of such religious association electing to incorporate the same shall determine the name of the proposed corporation, the purpose for which it is formed, the place where its principal business is to be transacted, the term for which it is to exist, and the number of its directors, and shall elect its directors for the first year. The articles of incorporation need only be signed and acknowledged by the presiding officer and secretary of such representative body, and in addition to the requirements of Section two hundred and ninety, shall set forth the proceedings herein prescribed for said representative body, and that the same were duly had in accordance with the constitution, canon, rules or regulations governing the other proceedings of said representative body, and the time and place thereof. The directors of such corporation shall be elected annually by the representative body of the association. The representative body providing for such incorporation shall frame by-laws for the corporation, and such by-laws may be repealed

or amended, or new by-laws may be adopted, by any subsequent representative body, in accordance with the constitution, canons, rules or regulations governing the other proceedings of such representative body. Such corporation may hold and administer, not only the common property, funds, and money of such association, but also the property, funds, and money of any constituent parish, mission, congregation, or society. The limitation in Section five hundred and ninety-five shall not apply to corporations formed under this section when the land is held or used for churches, hospitals, schools, colleges, asylums, parsonages, or cemetery purposes.

AMENDMENT, 1895.

Section 297* of the civil code was amended by act of Mar. 8, 1895, to read as follows:

297. A copy of any articles of incorporation filed in pursuance of this chapter, and certified by the secretary of State, or by the county clerk of the county where the original articles shall have been filed, must be received in all the courts of this State, and other places, as *prima facie* evidence of the facts therein stated.

*See No. 13, p. 15.

COLORADO.

CONSTITUTION. Article XV.

[Operative, Aug. 1, 1876.]

1. No special charters.—2. No charter of incorporation shall be granted, extended, changed or amended by special law, except for such municipal, charitable, educational, penal or reformatory corporations as are or may be under the control of the State; but the General Assembly shall provide by general laws for the organization of corporations hereafter to be created.

2. Powers of General Assembly.—3. The General Assembly shall have the power to alter, revoke or annul any charter of incorporation now existing and revocable at the adoption of this constitution, or any that may hereafter be created, whenever in their opinion it may be injurious to the citizens of the State, in such manner, however, that no injustice shall be done to the corporators.

STATUTES, 1891.

(With amendments to 1894.)

RELIGIOUS, EDUCATIONAL AND BENEVOLENT SOCIETIES.

3. How incorporated.—641. The foregoing provisions* shall not apply to any religious, educational or benevolent societies or associations, but any church, congregation or society formed for religious worship, educational or benevolent purposes may become incorporated under this act in the following manner, to wit: By electing or appointing, according to its usages or customs, at any meeting held for that purpose, two or more of its members as directors or trustees, wardens or vestrymen (or such other officers whose powers and duties are similar to those of trustees as shall be agreeable to the usages and customs, rules and regulations of such congregation, church or society), and may adopt a corporate name, and upon the

* General Provisions.

filing of the affidavit as hereinafter provided, it shall be and remain a body politic and corporate by the name so adopted.

4. Affidavit to be filed by chairman.—642. The chairman or secretary of such meeting shall, as soon as may be after such meeting, make and file in the office of the recorder of deeds in the county in which such congregation, church or society is organized, or in case of a general incorporation, as provided in Section forty-four,* in the office of the secretary of state, an affidavit, substantially in the following form :

“STATE OF COLORADO, }
 _____ COUNTY. } ss.:

“I do solemnly swear (or affirm, as the case may be) that at a meeting of the members of the (here insert the name of the society as known before incorporation) held at —, in the county of —, and State of Colorado, on the — day (of) —, A.D. 18—, for that purpose, the following person (persons) were elected or appointed (here insert the names) trustees (or wardens, vestrymen, or officers of whatever name they choose to adopt, with powers and duties similar to trustees, according to the rules and usages of such society, church or congregation), adopt as its corporate name (here insert the name), and at said meeting this affiant acted as chairman (or secretary as the case may be). (Name of affiant.)

“Subscribed and sworn to before
 me this — day of —, A.D. 18—. — — —”

Such affidavit, or copy thereof, duly certified by the recorder, shall be received as evidence of the due incorporation of such congregation, church or society.

In addition to matters required to be stated in the affidavit as above, any such corporation may insert therein any other lawful clause or clauses, which they may desire to exist as part of their charter.

5. By-laws, to be adopted by trustees or church.—643. The directors, trustees, wardens or vestrymen of any such corporation shall adopt necessary by-laws to provide for the election of directors, trustees, wardens or vestrymen and other officers, and for the proper government in all respects of such congregation, church or society, unless such corporation shall in its articles of incorporation, reserve to itself the right to make and adopt such prudential by-laws as it may deem necessary to

* See Section 646.

provide for the election of directors, trustees, wardens, or vestrymen and other officers, and for the proper government in all respects of such congregation, church or society.

6. Property to be vested in corporation. General missions.—644. Upon the due and lawful incorporation of any congregation, parish, church or society, such corporation shall be entitled to all the real and personal property held by any person or trustees in trust for the use of the members thereof, and shall be immediately upon such incorporation entitled to a deed or deeds of conveyance to be executed by the person holding such property in trust, so as to vest the title thereto in such corporation; *Provided*, That such deed of conveyance shall set forth the object and purposes of the trust, to be carried out according to the purpose and intent of its creation, which deed shall be recorded after the manner of conveyances in general, so that the title and trust declared may duly appear on record; and any self-supporting congregation, parish, church or society, may vest its real estate and personal property in such general incorporations (incorporation) as is provided for in section forty-four (44) of chapter nineteen (19) of the general laws; *Provided, nevertheless*, That if the authorities of any church, sect or religious body shall have caused an incorporation to be formed for general missions and other purposes, as hereinafter provided, and it be in accordance with the usages and customs of such church, sect (or) religious body to vest the property of missions (mission) stations (station) in such corporations (corporation), then, and in that case, all such property as may have been held by any person or trustees for the use of such mission stations shall (be vested in said general corporation; and whenever any mission shall) from change of population or other cause be suspended or abandoned, said general incorporation may, in their discretion, sell or otherwise dispose of all such mission property, the proceeds of such sale or disposal to be used for the benefit of said church, sect or religious body in the State of Colorado.

7. Existing corporations may reincorporate. Trustees defined.—645. Any congregation, church or society heretofore incorporated under the provisions of any law for the incorporation of religious, educational or benevolent societies, may become incorporated under the provisions of this act, relative to religious, educational and benevolent societies, in the same manner as if it had not previously been incorporated, in

which case the new corporation shall be entitled to, and invested with, all the real and personal estate of the old corporation, in like manner and to the same extent as the old corporation, subject to all the debts, contracts and liabilities. The word trustees, whenever used in this act relative to religious bodies, shall be construed to include wardens, vestrymen or such other officers as perform the duties of trustees.

8. Synods and Presbyteries may incorporate.—646.

If any body of Christians has, or shall have, according to its order or mode of government, an organization, whether known as synod, presbytery, conference, episcopate or other name, with ecclesiastical or spiritual jurisdiction over its members throughout this State, and its authorities shall desire to engage in works of education, benevolence, charity and missions, which works shall be of like extensive operation and benefit, and not of limited or local service, and they shall deem an incorporation convenient for the more successful administration of said works, all or any of them, its said authorities, with such persons as they may associate with them, may cause such incorporation to be formed in the manner and with the powers hereinbefore provided for the incorporation of a church, congregation or society.

9. Any corporation may acquire property.—647.

Domestic, foreign and religious, educational, charitable and literary corporations or associations, operating within the State, may take by gift, devise or purchase, and hold real and personal property, and convey the same; and all gifts, devises and grants heretofore made to such corporations or associations are hereby ratified.

DIVISION VII. JOINT-STOCK COMPANIES FOR RELIGIOUS, EDUCATIONAL AND BENEVOLENT PURPOSES.*

[In force May 21, 1879.]

10. How incorporated.—659.

Any joint-stock company or association which may have been heretofore or may be hereafter organized in this State for religious, educational or benevolent purposes, may be incorporated under this act in the following manner, to wit: By electing or appointing, according to its usages or customs, at any meeting held for that purpose, two or more of its members as directors, trustees, wardens or vestrymen, or other such officers whose powers and duties are similar to those of trustees, as shall be agreeable to the usages

* See No. 21, Section 670, p. 33.

and customs, rules and regulations of such congregation, church or society and may adopt a corporate name, and upon the filing of the affidavit, as hereinafter provided, it shall be a body politic and corporate by the name so adopted.

11. Affidavit to be filed by chairman.—660. The chairman or secretary of such meeting shall, as soon as may be after such meeting, make and file in the office of the recorder of deeds in the county in which such congregation, church or society is organized, an affidavit, substantially in the following form :

STATE OF COLORADO, }
 _____ COUNTY, } ss.:

I do solemnly swear (or affirm, as the case may be), that at a meeting of the members of the (here insert the name of the society as known before the incorporation), held at _____, in the county of _____, and State of Colorado, on the _____ day of _____, A.D. 18—, for that purpose, the following persons were elected (or appointed) trustees (or wardens, vestrymen or other officers of whatever name they choose to adopt, with powers and duties similar to trustees, according to the rules and usages of such society, church or congregation), viz.: (here insert the names); that at such meeting, such society, church or congregation adopted as its corporate name (here insert the name); that the amount of the capital stock of such society, church or congregation is _____ dollars, divided into _____ shares of _____ dollars each, and that at such meeting this affiant acted as chairman (or secretary, as the case may be).

Subscribed and sworn before me, } _____,
 this — day of —, A.D. 18—, } (Name of affiant.)
 _____.

Such certificate, or copy thereof, duly certified by the recorder, shall be received as evidence of the due incorporation of such society, church or congregation.

12. Trustees to adopt by-laws.—661. The directors, trustees, wardens or vestrymen of any such corporation, shall adopt necessary by-laws to provide for the election of directors, trustees, wardens or vestrymen, and other officers, and for the proper government, in all respects, of such congregation, church or society.

13. Property to be vested in corporation.—662. Upon the incorporation of any such congregation, church or society,

all real and personal property held by any person or trustee for the use of the members thereof shall immediately vest in such corporation and be subject to its control, and may be used, mortgaged, sold and conveyed the same as if it had been conveyed to such corporation by deed.

14. Powers.—663. Corporations formed under this act shall be bodies corporate and politic in fact and in name, by the name stated in such affidavit, and by that name have succession for the period for which they are organized; may sue and be sued in any court of law or equity in this State; may have a common seal, which they may alter or renew at pleasure, by filing an impression of the same in the office of the clerk and recorder of the county in which any such corporation may be formed under this act; may own, possess and enjoy so much real and personal estate as shall be necessary for the transaction of their business, whether acquired by purchase, grant, devise, gift or otherwise; and may from time to time sell and dispose of the same, or any part thereof, when not required for the use of the corporation. They may borrow money and pledge their franchises and property, both real and personal, to secure the payment thereof, and may have and exercise all the powers necessary and requisite to carry into effect the object for which they may be formed under this act.

15. Limit of value, shares of stock. Forfeiture provisions.—664. The shares of stock shall not be less than ten dollars nor more than one hundred dollars each, and shall be deemed personal property and transferable as such in the manner provided by the by-laws; subscriptions therefor shall be made payable to the corporation, and shall be payable in such instalments and at such time or times as shall be determined by the directors or trustees, or other similar officers. The by-laws may provide for a forfeiture or sale of stock, on failure to pay the instalments or assessments that may from time to time become due; but no forfeiture of stock, or of the amounts paid thereon, shall be declared against any estate, or against any stockholder, before demand shall have been made for the amount due thereon.

16. Corporate powers vested in trustees.—665. The corporate powers of any such corporation shall be exercised by a board of directors, trustees or other similar officers, in the manner and for the time which may be prescribed in the constitution and by-laws of such corporation, provided the same shall not be in

conflict with any of the provisions of this act or of the laws of this State.

17. Failure to elect trustees does not work dissolution.—666. In case it should happen at any time that an election of directors or trustees, or other similar officers, shall not be held on the day designated by the constitution or by-laws, when it ought to have been held, the company for that reason shall not be dissolved; but it shall be proper to elect such directors, trustees, or other officers on any subsequent day as shall be prescribed by the constitution or by-laws.

18. Liability of stockholders.—667. Each stockholder shall be liable for the debts of the corporation to the extent of the amount that may be unpaid upon the stock held by him, to be collected in the manner herein provided. Whenever any action is brought to recover any indebtedness against the corporation, it shall be competent to proceed against any one or more of the stockholders at the same time, to the extent of the balance unpaid by such stockholders upon the stock owned by them respectively, as in cases of garnishment.

19. Certificate of final payment of capital stock releases stockholders from liability for debts.—668. The president and a majority of the board of trustees, directors or other similar officers, after the payment of the last instalment of the capital stock, so fixed and limited by the company as aforesaid, shall make a certificate stating the amount of the capital stock so fixed and paid in, which certificate shall be signed and sworn to by the president and a majority of the board of trustees, directors or other similar officers, and record the same in the office of the clerk and recorder of the county within which such corporation shall be formed; and from the date of the making and recording of such certificate as aforesaid, the stockholders of such company shall not be liable for any of the debts of such corporation.

20. Stock may be issued in payment for property.—669. The directors, trustees or other similar officers, of any such corporation, may purchase real and personal property necessary for their business, and issue stock to the amount of the value thereof in payment therefor; and the stock so issued shall be declared and taken to be full-paid stock, and not liable to any further calls or assessments thereon, nor for any debt of the corporation.

21. Any church may incorporate. Trustees defined.

—670. Any congregation, church or society, heretofore incorporated under the provisions of any law for the incorporation of religious, educational or benevolent societies, may become incorporated under the provisions of this act, in the same manner as if it had not been previously incorporated; in which case the new corporation shall be entitled to and invested with all the real and personal estate of the old corporation, subject to all its debts, contracts and liabilities. The words “directors” and “trustees,” whenever used in this act, shall be construed to include wardens, vestrymen, or such other officers as perform the duties of trustees or directors.

22. Synods, etc., how incorporated.—671.

If any body of Christians, or other religious denomination, has, or shall have, according to its mode of government, an organization, whether known as synod, presbytery, conference, episcopate, or other name, with ecclesiastical or spiritual jurisdiction over its members throughout this State, and its authorities shall desire to engage in works of education, benevolence, charity and missions, and shall deem an incorporation convenient for the more successful administration of such works, all or any of them, its said authorities, with such persons as they may associate with them, may cause such incorporation to be formed in the manner and with the powers hereinbefore provided for the incorporation of a church, congregation or society.

CONNECTICUT.

CONSTITUTION. Article VII.

[Adopted Sept. 5, 1818.]

1. Rights of conscience. Powers of churches.—1. It being the duty of all men to worship the Supreme Being, the Great Creator and Preserver of the Universe, and their right to render that worship in the mode most consistent with the dictates of their consciences, no person shall by law be compelled to join or support, nor be classed with, or associated to, any congregation, church or religious association. But every person now belonging to such congregation, church or religious association, shall remain a member thereof until he shall have separated himself therefrom in the manner hereinafter provided. And each and every society and denomination of Christians in this State shall have and enjoy the same and equal powers, rights and privileges; and shall have power and authority to support and maintain the ministers or teachers of their respective denominations, and to build and repair houses for public worship by a tax on the members of any such society only, to be laid by a major vote of the legal voters assembled at any society meeting, warned and held according to law, or in any other manner.

2. Non-liability for church expenses, how secured.—2. If any person shall choose to separate himself from the society or denomination of Christians to which he may belong, and shall leave a written notice thereof with the clerk of such society, he shall thereupon be no longer liable for any future expenses which may be incurred by said society.

GENERAL STATUTES, 1888.

(With amendments to 1894.)

CHAP. CXIX. PRIVATE CORPORATIONS. GENERAL PROVISIONS.

3. Name must indicate corporate existence.—1905. The name of every private corporation hereafter shall indicate that it is a corporation.

4. Powers.—1906. Every private corporation may, when no other provision is specially made, receive, purchase, hold, sell and convey real and personal estate, as the purposes of the corporation shall require, not exceeding the amount limited in its charter; may sue and be sued, complain and defend in any court; have a common seal, which it may alter at pleasure; elect in such manner as it may determine all necessary officers, fix their compensation, and define their duties and obligations; and may make by-laws consistent with law for its government, the regulation of its affairs, and the management of its property.

5. How incorporated. Limit on income. Articles to be filed. Dissolution.—1907. Any number of persons not less than three may associate for any lawful purpose, where no capital stock is created; and, being so associated, shall be a body politic and corporate, and may purchase, hold, and convey real and personal estate, the annual income from which shall not exceed five thousand dollars; but before any such association shall be entitled to the privileges herein granted, it shall lodge with the secretary of the State a copy of its articles of association, attested by its presiding officer and secretary, and cause them to be recorded in the records of the town where such association is situated; and no subsequent alteration or amendment of its articles of association shall take effect until it is so attested, lodged, and recorded; and the General Assembly may at any time rescind the powers of any such association and prescribe the mode of settlement of its affairs.

6. By-laws for assessments, fines, etc.—1908. Any association formed under the provisions of the preceding section may make by-laws imposing fines and penalties, and lay assessments to further the objects of such association, but such by-laws and assessments shall be adopted by two-thirds of the members of the association, and no assessment or fine shall exceed the sum of twenty-five dollars, and such association may sue for and collect such fines and assessments.

7. Acts and charters subject to alteration and repeal.—1909. All acts creating or authorizing the organization of corporations, or altering the charters of corporations previously existing, which have been or shall be passed by the General Assembly, and the charters of all corporations heretofore granted, and under which no corporations have been organized, shall be subject to alteration, amendment, and

repeal at the pleasure of the General Assembly, unless otherwise expressly provided in such acts.

8. Charters void unless corporation organized.—1910.

The charter of any private corporation hereafter granted shall be and become void, unless said corporation shall be organized, and a certificate of such organization sworn to by the president or secretary, or, if there be no such officers, by an officer having custody of the records of such corporation, shall be filed in the office of the secretary of the State within two years from the date of the approval of its charter.

9. Amendments, how made operative.—1911.

When any amendment or alteration of the charter of any corporation shall be made, if it be not otherwise specially provided in the resolution making such alteration or amendment, it shall not become operative, unless within six months after its passage it shall be accepted at a meeting of said corporation, legally warned for that purpose, nor unless an attested copy of said acceptance shall be lodged on file in the office of the secretary of the State, to be recorded by him in a book kept for that purpose; and such acceptance shall operate to make the original charter, and all resolutions amending and altering the same, subject to amendment, alteration, and repeal, at the pleasure of the General Assembly.

TITLE XXXI. ECCLESIASTICAL SOCIETIES.

CHAP. CXXVIII. GENERAL PROVISIONS.

10. Societies, how formed. Powers.*—2051.

Christians of every denomination and Jews may unite to form religious societies; and societies incorporated, or formed by voluntary association for public religious worship, shall hold and manage all property belonging to them, appropriated to the use and support of public worship, and may receive any grants or donations, and by voluntary agreement establish funds for the same object.

11. Membership, how secured.†—2052.

When any person, not a member of any other religious society, shall desire to join any religious society, he may sign and lodge with its clerk, or, if there be no clerk, with any other officer thereof, a

* See No. 5, Section 1907, p. 35.

† See Act of 1893, Sec. 2, p. 43.

written declaration of his desire to become a member of it, which declaration shall be read at its next meeting; and thereupon such person shall become a member thereof, unless a majority shall, at such meeting, manifest their dissent thereto.

12. Membership, how terminated.—2053. Any person may terminate his membership of any religious society by giving notice in writing of his intention so to do to its clerk, or, if there be no clerk, to any other officer thereof. And every religious society may, by a two-thirds vote of the members present at any annual meeting, terminate the membership of any member who shall have become a member of another religious society, or who shall have for one year ceased to attend the stated public services of said society, and shall have been notified of the proposed action, either personally or by letter addressed to him at his last known place of residence by the clerk or either of the committee of such society, and deposited in the post-office, postage paid, not less than fifteen days before the time of holding such meeting; and the clerk of every religious society shall prepare and keep with its records a list of its members, and report to each annual meeting the names of those persons whose membership shall have terminated since the last annual meeting, or shall be liable to be terminated as above provided.

13. Membership, how validated.—2054. All persons who have heretofore been elected members of any religious society in this State by a major vote, or in accordance with any established custom of election in such society, and whose membership has not heretofore terminated, shall be entitled to all the privileges, and liable to all the duties appertaining to members who have been elected according to law.

14. Annual meetings, how warned.—2055. The members of the several religious societies may annually meet, at the usual place of holding meetings, or at such place as they shall establish, upon warning and notice given at least five days before such meeting by the committee of the society or congregation, or, if there be no committee, by the clerk, and if there be no clerk, by a warrant from a justice of the peace, upon application of five or more members of the society.

15. Special meetings, how warned.—2056. A special meeting of any religious society may at any time be warned by the committee of such society; and shall be warned by such

committee, or, if there be no committee, by the clerk, at any time when application in writing for that purpose is made to such committee or clerk by ten members of such society, or by five members when all the members do not exceed twenty-five.

16. Warning, when to be posted or published.—2057. The warning of every meeting of a religious society shall, in the absence of any by-law to the contrary, be given by posting the same on a sign-post in the town nearest where they usually meet for public worship, five days at least before said meeting; or by advertising the same for at least five days before said meeting in a daily newspaper published in said town; or in the manner which shall have been the custom of said society during the ten years next preceding.

17. Clerk, committee, and treasurer, appointment and duties.—2058. Such societies shall at their annual meetings appoint a clerk, who shall be sworn and make entries of all the votes of the society; three or more of their members to be a committee to order the affairs of the society for the year ensuing, who shall adjust and settle all the claims against the society, and draw orders on the treasurer for the payment of the same; a treasurer, who shall receive all the money belonging to the society, and pay over the same to the order of the society, or its committee, and render his account therefor when required; and two or more tythingmen, who shall be sworn. . . . *Provided,* That at any annual meeting any such society may appoint its committee to consist of three members, one to hold office for one year, one for two years, and one for three years, and thereafter one member of such committee shall be appointed at each annual meeting to hold office for three years. But any society which has so appointed its committee may, at any special meeting of the society called for the purpose, vote that it will no longer appoint its committee as hereinbefore provided; and thereupon the terms of office of all the members of its committee shall end at its next annual meeting, and thereafter its committee shall be appointed according to the provisions of this section.

18. Vacancies.—2059. Vacancies occurring in any of said offices during the course of the year may be filled at any special meeting.

19. Tythingmen may be appointed.—2060. The members of any church or organization instituted for public reli-

gious worship, which is not connected with an ecclesiastical society, may, at its annual or any special meeting duly called for that purpose, appoint two or more tythingmen, who shall be sworn.

20. Tythingmen need only to be attendants.—2061. Tythingmen appointed by any ecclesiastical society, church, or religious organization may be chosen from persons who usually attend the public religious worship of such society, church, or organization, whether they are members of the same or not.

21. Tythingmen, duties.—2062. Tythingmen duly appointed and sworn shall have power to apprehend and carry before a justice of the peace, to be dealt with according to law, all persons in any manner disturbing or unlawfully interfering with any meeting of the society or organization by which said tythingmen have been appointed.

22. Agents of societies, first trustees.—2063. In the absence of any special appointment, the first trustee or committeeman of any religious, ecclesiastical, literary, or eleemosynary society, shall be, *ex-officio*, the agent of such society.

23. Powers of societies.—2064. Religious societies may meet when necessary, and adjourn from time to time; settle ministers according to the usage of their denomination; repair their houses of worship; make regulations for the support of religious worship, establish the times and places of holding their meetings, and the mode of warning them; and appoint committees or agents, to carry into effect their votes.

24. Churches, building and location of, how decided.—2065. Any society may, by a vote of two-thirds of the members present, agree to build a new house of worship, and establish the place where it shall be erected; or may apply to the superior court in the county where such society is situated, to establish the place, and such court may establish the place; and it shall not then be lawful to erect it in any other place.

25. Taxes, how imposed and collected.—2066. Every society may lay a tax on its members to build and repair houses of worship, to provide for the annual support of the ministry, and to defray any other expense necessarily incurred in the proper business of such society; which tax may be laid on the assessment list last before, or next thereafter to be, completed

by the assessors and board of relief, and shall be payable within one year after the same is granted.

26. Voters, qualifications of.—2067. The members of each society, of the age of twenty-one years, may vote in its meetings; and if any other person shall intermeddle or vote in any meeting thereof, he shall forfeit three dollars for every such offense, half to him who shall sue therefor, and half to the society.

27. Pews may be assessed or sold for support of worship.—2068. Every religious society may provide for the support of public worship, in whole or in part, by an assessment on the pews of its church, to be made by the society's committee, or such other person as the society may appoint, the payment of which may be enforced by the sale of the use of any such pew for such time as may be necessary, on giving twenty-one days' notice in a newspaper published in the town where said church is situated, or if no paper is published in said town, by posting a notice on the door of said church; a copy of which notice shall also be left with the owner of said pew, or at his usual place of abode, if within this State, at least twenty-one days before said sale; but no other estate shall be liable to be taken for the payment of such assessment. No such assessment shall be made upon any such pew not occupied by its owner, or by some person claiming under him at the stated public religious services in said house; and no such sale shall be made unless the owner of such pew shall refuse to sell it to the society at the price which such society originally received therefor.

28. Assessments may be recovered by suit.—2069. If the owner and occupant of any pew shall neglect or refuse to pay his equitable proportion of the expenses of maintaining public worship, the society may recover the same from him, in any proper action.

29. Pews, how vested in society.—2070. When a majority of the pew-owners, in any house of public worship, shall desire to sell and transfer to the religious society connected therewith their respective pews, for the purpose of supporting public worship in such house, and any other pewholders refuse to sell their respective pews to such society, or cannot agree with such society upon the price to be paid for such pews, such society may bring its complaint to the superior court, against the person or persons refusing to sell, or failing to agree upon a

price to be paid as aforesaid; and if said court shall find that it will be for the convenience and necessity of such society to own such pews, for said purpose, the court shall proceed to ascertain the value thereof, and may make such order relative thereto, and to the costs of such proceeding, as shall be deemed just; and when such society shall have paid to such pew-owners the amounts awarded to them respectively, or, on their refusal to accept the same, shall have deposited the same for their use, with the clerk of the court, the title to said pews shall be then vested in said society.

30. Society, located in two or more towns, powers of.—2071. When any society is constituted out of two or more adjoining towns, so that part of the society in any such town has distinct interests in any grants, donations, or sequestrations, for the support of the ministry, such part of the society shall have the same power and authority to manage said interests, which are herein given to societies, and may in the same manner warn meetings of such part of a society, and appoint a clerk, who shall be sworn, and a committee to take care of said interests.

31. Pews, grants of, how made good.—2072. No grant, sale, or lease, of any pews, in any house of worship, for more than one year, shall be good, as against any person but the grantor, lessor, and his heirs, unless made, executed, and acknowledged as deeds of land, and recorded at length in a book to be kept for that purpose by the clerk of such society, who shall record the same, and receive the same compensation therefor as town clerks for recording deeds.

CHURCHES OF CHRIST.

[Act of April 4, 1893.]

32. How incorporated.—1. Any church of Christ now existing, or which may be hereafter organized, in this State, may become a corporation or body politic, when its purpose so to do shall be determined by a two-thirds vote of its members of legal age present at a meeting duly warned and held for that purpose, by filing with the secretary of state a certificate of organization, signed by its clerk and any two of its other officers. All persons who at the date of the organization of said corporation are, or thereafter shall become, members of said church, shall, so long as they remain members of said church, be

members of said corporation, but in the election of its officers and management of its secular affairs, only those members of legal age present at any meeting shall be entitled to vote.

33. Powers.—2. Every such corporation formed or organized under the provisions of this act shall be a body politic and corporate by the name adopted in said certificate, and by such name shall have perpetual succession, with power to sue and be sued, to plead and be impleaded, in all suits whatever, either at law or in equity, and to purchase, receive, use, mortgage and convey any and all estate, both real and personal, necessary and proper for the purposes of religious corporations; and in case there is no ecclesiastical society connected with said church, then said corporation, so formed or organized, under the provisions of this act, shall have, possess, and enjoy all the rights and privileges of, and be subject to all the duties enjoined upon, ecclesiastical societies by the laws of this State.

34. Society may transfer property to church.—3. Any ecclesiastical society connected with a church of Christ in this State, may by a unanimous vote of its members present at a meeting duly warned and held for that purpose, assign, transfer and convey to the church of Christ with which it is connected, and which shall have been incorporated, either under the provisions of any general law, or by special act of the General Assembly of this State, all the property and estate, real and personal, and trust funds of said society, to be held by said church corporation under and upon the same uses and trusts upon which the same had previously been held by said society; and the committee of any society passing such a vote are hereby authorized to make, pursuant to the terms of such vote, any and all conveyances necessary to complete such assignment and transfer; but before the same shall be effectual, a certificate of the fact of such assignment and transfer shall be filed in the office of the secretary of state by the clerk of said society; and every assignment and transfer so made shall be subject to the debts and liabilities of the society making the same, to the same extent as previous to such conveyance.

35. Society, when and how dissolved.—4. Any ecclesiastical society which shall hereafter vote under the provisions of the preceding section of this act, to assign, transfer, and convey to a duly organized church corporation all its property and estate, including the trust funds of said society, may, thereupon,

at the same or a subsequent meeting of said society, due notice having been given, by a two-thirds vote of its members present, vote to dissolve its own organization; and in case any such ecclesiastical society shall so vote, the same shall become and be dissolved upon making proper conveyance of its property as aforesaid, and upon filing a certificate of the fact of said vote of dissolution and of such conveyance in the office of the secretary of state signed by the clerk of said society; and thereafter the church corporation to which such assignment and transfer shall have been made shall have, possess, and enjoy all the rights and privileges of, and be subject to all the duties enjoined upon, ecclesiastical societies by the laws of this State.

36. Power to hold property.—5. Any corporation which may be organized in accordance with the provisions of this act shall have power to take, receive, hold, and convey any and all estate, real or personal, which may be given or be bequeathed to it by any person or party, in trust or otherwise, for any charitable, benevolent, educational, ecclesiastical, or missionary object or purpose.

37. Unvested gifts of the society to vest in the church.—6. Any unvested gift or legacy to an ecclesiastical society which, pursuant to the provisions of this act, has ceased to exist, shall inure to and vest in the corporation which hereunder has taken its place.

38. Liability of member of society unchanged.—7. Nothing herein shall affect or abridge the liability of any member of any ecclesiastical society to it, or on account of any of its debts incurred before the dissolution of said society.

ECCLESIASTICAL AND RELIGIOUS SOCIETIES.

[Act of April 4, 1893.]

39. Societies empowered to form constitutions and by-laws.—1. Any and all ecclesiastical and religious societies shall have such right to form such constitution and by-laws for their own government as they shall deem proper, not inconsistent with the laws of this State.

40. Membership, how acquired, where there is no separate church.—2. When any person, who is not a member of any other ecclesiastical or religious society or association, shall desire to join any ecclesiastical or religious society which

does not provide for any church organization separate from its ordinary membership, such person may sign and lodge with its clerk a written declaration of his or her desire to become a member of it, which declaration shall be read at its next meeting, and by a majority vote of the members present referred to such committee as the society shall select for an examination of the qualifications and reasons of the candidate for his or her desire to become a member of said society, and said committee shall report upon said application at a subsequent meeting of said society, and if, on a report of said committee favorable to said candidate, he or she shall at said meeting be elected by a two-thirds vote of the members present, such person shall thereupon become a member of said society. The provisions of this act shall not apply to the Protestant Episcopal Church.

CHAP. CXXIX. SOCIETIES OF PARTICULAR DENOMINATIONS.

41. This chapter of the General Statutes contains special provisions for the following denominations:

- 2075-2077. Protestant Episcopal Church.
- 2078-2086. Methodist Episcopal Church.
- 2087-2089. Swedish Lutheran Evangelical Church.
- 2090-2091. Shakers.
- 2092-2094. Roman Catholic Church

DELAWARE.

CONSTITUTION. Article VII.

[In effect, Dec. 2, 1831.]

1. Rights of societies unimpaired. Ministers cannot be civil officers.—8. The rights, privileges, immunities and estates of religious societies and corporate bodies shall remain as if the Constitution of this State had not been altered. No ordained clergyman or ordained preacher of the Gospel of any denomination, shall be capable of holding any civil office in this State, or of being a member of either branch of the Legislature, while he continues in the exercise of the pastoral or clerical functions.

REVISED STATUTES, 1893.

CHAP. XXXIX. OF RELIGIOUS SOCIETIES.

2. How incorporated.—1. Any religious society or congregation of Christians, consisting of fifteen or more persons, may become incorporated by the election of trustees, not less than three and not more than twelve, and the taking a name and certifying the same, under the hands and seals of said trustees, to the recorder of deeds.

3. Trustees to be elected.—2. Such trustees shall be elected at a public meeting of the society or congregation, held at their usual place of worship, on ten days' notice by advertisements at the front door of such place, and by a plurality of votes of the members present.

4. Powers. Majority validates.—3. The trustees so elected and their successors shall be a corporation by the name so adopted and certified; shall have perpetual succession with all the incidents and franchises of a corporation aggregate, and with power to purchase, receive, hold and enjoy property, real and personal, for the use of the said society or congregation, their ministers or members, or for schools, almshouses or

burying-grounds. The act of a majority of the trustees shall be valid.

5. Property to vest in trustees.—4. All the estate, right and title which any such society, or congregation, may have in any property, real or personal in themselves, or by trustees, or for their use before incorporation, shall, upon incorporation, become vested in the trustees, who may grant, demise, or dispose thereof.

6. Vacancies.—5. Other trustees may be elected, and vacancies filled by election, as prescribed in section 2, and the election of a successor to any trustee shall remove him from office.

7. Chairman, duties of.—6. The trustees shall choose one of their number chairman. He shall have custody of the seal and all books and papers of the corporation, shall make fair entries therein of all the proceedings of the trustees, and every member of the society, or congregation, shall have access thereto.

8. Registers to be evidence.—7. The registry, kept in any such books, of marriages, births, deaths, or burials, shall be evidence in all courts; and the copy of any entry, certified under the corporate seal and hand of the chairman, shall be evidence.

9. Treasurer.—8. The trustees may also choose one of their number treasurer, and may require him to give security. He shall receive and account for all the money of the corporation. If no treasurer be chosen, the chairman shall receive and account for such money.

10. Mortmain provisions.—10. But all gifts, or grants, to any such corporation, of any real estate, or of money, securities, or other thing of value, to be laid out in real estate, shall be by deed duly executed, delivered, acknowledged and recorded at least one year before the death of the donor or grantor, to take effect presently for the use of the corporation, and without any power of revocation, trust, condition, or limitation whatever, or the same shall be void, unless such grant shall be really and *bona fide* for a full and valuable consideration actually paid, without fraud or collusion, before executing such deed.

11. Limit on property.—11. The yearly rents and profits of the whole real estate held or enjoyed by, or for, any such

corporation, shall not exceed three hundred dollars; and the yearly interest, or income, of all its personal property, shall not exceed six hundred dollars.

12. Prior gifts valid. Proviso.—12. All real estate, *bona fide* given, or granted by will, deed, or other conveyance to any religious society, or congregation, or to any one in trust for them, or to their use, before the twentieth day of October, A.D. 1744, shall be for the use of the same, according to the intent of the donor or grantor, and the form and effect of the will, deed, or conveyance; *Provided*, That the said society, or congregation, shall have been, for twenty years hitherto, in the adverse and quiet possession of the same.

CHAP. CCLXXV, VOL. XI. CONVEYANCES AND DEVISES OF
ESTATE FOR RELIGIOUS PURPOSES.

13. Grant to ecclesiastical officer vests no estate.—1. That no grant, conveyance, devise or lease of personal or real estate to, nor any trust of such personal or real estate for the benefit of any person, and his successor or successors in any ecclesiastical office, shall vest any estate or interest in said person or his successor; and no such grant, conveyance, devise, or lease to or for any such person by the designation of any such office, shall vest any estate or interest in any successor of such person. But this section shall not be deemed to admit the validity of any such grant, conveyance, devise or lease heretofore made.

14. Title and interest to vest only in corporation.—2. That no grant, conveyance, devise or lease of any real estate, dedicated or appropriated, or intended to be dedicated or appropriated to purposes of religious worship for the use of any congregation or society shall vest any right, title or interest in any person or persons to whom such grant, conveyance, devise or lease be made unless such grant, conveyance, devise or lease shall be made both in form and in fact, to a corporation organized according to the provision of the laws of this State, as contained and provided in, and by, the 39th chapter of the Revised Code, under the title of "Religious Societies."

15. Real estate at death of officer vests in the congregation.—3. That any real estate of the description named in second section of this act, and which has been heretofore granted, devised or demised, to any person or persons in any ecclesiastical office by the designation of such office or otherwise,

shall be deemed to be held in trust for the benefit of the congregation or society using the same, and shall upon the death of the person or persons in whom the title shall be vested at the time of the passage of this act, vest in the religious corporation formed by the congregation or religious society occupying and enjoying such real estate as aforesaid, *Provided*, such corporation organized according to the laws of this State, shall be in existence at the time of the decease of the person or persons holding the title thereto.

16. If congregation not incorporated, estate to be escheated.—4. That in the event such corporation or society shall not be incorporated as aforesaid, then, and in that case, the title of such real estate shall escheat to the State of Delaware, in the same manner and with the same effect, as if the person holding the title thereto had died intestate and without heirs capable of inheriting such real estate.

17. Escheated property, to be conveyed to congregation when incorporated.—5. That whenever title to any real estate shall escheat to the State of Delaware under and by virtue of the last preceding section, it shall be the duty of the secretary of state of this State, and he is hereby authorized, upon his being satisfied of the due incorporation of the congregation or society who have occupied and enjoyed such real estate for the purpose of religious worship, under and according to the provisions of the law first named in the second section of this act, and a further production to him of a certified copy of the recorded certificate of the incorporation, under the hand and seal of the recorder of the county, in whose office the same is recorded, to grant and convey such real estate and all the right, title and interest of the State of Delaware therein and thereto to said corporation, which shall thereupon be vested with all the right, title and interest which became vested in the State by virtue of the provisions of this act.

CHAP. CXLVII, VOL. XVII. PRIVATE CORPORATIONS.*

18. Corporate Powers.—1. That every corporation, as such, shall be deemed to have power:

1. To have succession, by its corporate name, for the period limited in its charter or certificate of incorporation, not exceeding twenty years, and when no period is limited, for

*This chapter applies by the provisions of Sections 9, 45, and 47 to religious corporations. The omitted Sections apply only to corporations for profit.

twenty years, except corporations created by act of Assembly for public improvement;

2. To sue and be sued, complain and defend in any court of law or equity;

3. To make and use a common seal, and alter the same at pleasure;

4. To hold, purchase and convey such real and personal estate as the purposes of the corporation shall require, not exceeding the amount limited in its charter, and all other real estate which shall have been *bona fide* mortgaged to the said company by way of security, or conveyed to them in satisfaction of debts previously contracted in the course of dealings, or purchased at sales upon judgments or decree which shall be obtained for such debts; and to mortgage any such real or personal estate with their franchises; the power to hold real and personal estate shall include the power to take the same by devise or bequest, excepting when the same is forbidden by law in certain cases; *Provided*, however, that nothing herein contained shall prohibit manufacturing or trading corporations from accommodating their customers by making payments or disbursements out of any sum of money received from such customers;

5. To appoint such subordinate officers and agents as the business of the corporation shall require, and to allow them a suitable compensation;

6. To make by-laws not inconsistent with the Constitution or laws of the United States or of this State, fixing and altering the number of its directors for the management of its property, the regulation and government of its affairs, and for the certification and transfer of its stock, with penalties for the breach thereof not exceeding twenty dollars;

7. To wind up and dissolve itself, or be wound up and dissolved in the manner hereafter mentioned.

19. Act applicable to all corporations.—9. Any corporation organized under any general law of the Legislature, now or hereafter to be passed, shall, in addition to the powers and restrictions thereon to which it may become subject, or of which it shall be possessed by virtue of its organization and the act authorizing the same, be additionally possessed of all the powers, and be subject to all restrictions thereon in this act contained, so far as the same are consistent with the act under which it may as aforesaid be organized.

20. Who may incorporate.—10. It shall be lawful for three or more persons to become incorporated under the provisions of this act for the purpose of carrying on any manufacturing business, . . . or for religious, charitable and literary purposes.

21. Certificate, contents of. Amendments.—11. The certificate of incorporation shall set forth:

1. The corporate name;
2. The object of the incorporation and the location of the principal place of business, if it be for business purposes;
3. The amount of capital stock, the number and par value of shares, and the amount to be paid in before commencing business, which shall not be less than ten per cent. of the whole capital. This shall not apply to religious, charitable and literary corporations, unless it be desired to have a capital stock. In case of such corporations the election not to have a capital stock shall be stated in lieu of the amount thereof, and the conditions of membership shall also be stated;
4. The name and residence of the original subscribers to the capital stock, or, if there be no stock, of the original corporators;
5. The periods at which the corporation shall commence and terminate, not exceeding twenty years;
6. The value of real and personal estate of which the corporation may become seized and possessed.

The certificate may also contain any limitation upon the powers of the corporation, the directors, and the stockholders, which may be desired by the parties signing the same; provided such limitation does not attempt to exempt the corporation, the directors, or the stockholders from the performance of any duty imposed by this act or any law of this State.

The certificate shall be signed by the original corporators, or a majority of them, and shall be acknowledged, before any officer authorized by the laws of this State to take acknowledgments of deeds, to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

Amendments and alterations of the original certificate may be made by a supplemental certificate, presented, approved, filed and recorded in the same manner in every respect as is provided in reference to the original certificate.

22. Certificate, judge of the county to issue. To be filed.—12. The said certificate shall be presented to the

associate judge of the county in which the principal place of business of the proposed corporation is located. Notice of the intention to apply for incorporation shall be published daily (if there be a daily paper published in the county) in two newspapers of the county for at least ten days immediately prior to the application. If there be no daily paper in the county, then for three successive issues. Satisfactory proof of the publication shall be made to the judge, who may, in any case, require any further publication which he may deem necessary. It shall be the duty of the judge to peruse and examine the said certificate, and if, after such perusal and examination it still appear to the said judge that the purposes of the proposed incorporation are lawful and involve nothing detrimental to the public interest and welfare, that the certificate is in proper form, that the proposed amount of the capital stock and value of real and personal estate which the corporation may acquire are proper with respect to the purpose of the incorporation, and that a majority of the corporators named in the certificate are then *bona fide* residents of this State, it shall be his duty to indorse thereon his approval and to transmit the said certificate so indorsed to the secretary of State to be filed in his office, and a copy of the same, furnished and certified by the said secretary, under his hand and the seal of his office, shall be recorded in the recorder's office of the county in which the application aforesaid is made.

23. Certificate to be evidence.—13. The original copy of said certificate furnished by the secretary of State, when the same has been certified by the recorder to have been recorded, or the record thereof, or a duly certified copy of such record, shall be evidence in any court of law or equity.

24. Time incorporation takes effect.—14. Upon the making of the said certificate, and its approval, filing and recording as aforesaid, the persons therein named as original subscribers or corporators, their successors and assigns, shall be, from the time of commencement mentioned in said certificate and until the time limited therein for the termination thereof, a body corporate and politic in law and in fact, by the name mentioned in said certificate; *Provided*, That the Legislature may at pleasure dissolve any corporation created by virtue of this act, or alter and amend its charter.

25. Act applies to all companies.—15. All companies that may be hereafter established within this State, under the

provisions hereinbefore contained or under any law of this State, and also the officers of every such company, and the stockholders therein, may exercise the powers and shall be governed by the provisions and be subject to the liabilities hereinbefore and hereinafter provided.

26. Elections, by ballot unless otherwise provided. Candidates cannot be officers of election.—23. All elections for managers or directors of every incorporated company of this State shall be held by ballot (unless otherwise expressly provided in their respective charters), and every such election shall be held upon the day for the annual election specified in the certificate of incorporation, and between such hours as may be provided in the by-laws. No person who is a candidate for the office of director in any incorporated company in this State shall act as judge, inspector, or clerk, or in any other character as the conductor of any election for directors for such company, unless there be an insufficient number of other stockholders present, and any violation of this provision shall make void the election of any such person as a director, and he shall be ineligible to the office of director of such company for twelve months next succeeding such election; *Provided*, That this election shall not apply to the first election of directors in any corporation.

27. Dissolution, in case of, directors to be trustees.—32. Upon the dissolution in any manner of any corporation already created, or which may hereafter be created by or under any law of this State, the president and directors, or the managers of the affairs of the said corporation at the time of its dissolution, by whatever name they may be known in law, shall be trustees of such corporation, with full power to settle the affairs, collect the outstanding debts, and divide the moneys and other property among the stockholders, after paying the debts due and owing by such corporation at the time of its dissolution, as far as such moneys and property shall enable them.

28. Chancellor may appoint receiver.—35. When any corporation shall be dissolved in any manner whatever, the chancellor, on application of any creditor or stockholder of such corporation, at any time, may either continue such directors trustees as aforesaid, or appoint one or more persons to be receivers of and for such corporation, to take charge of the estate and effects thereof, and to collect the debts and property

due and belonging to the company, with power to prosecute and defend, in the name of the corporation, or otherwise, all such suits as may be necessary or proper for the purpose aforesaid, and to appoint an agent or agents under them, and to do all other acts which might be done by such corporation if in being that may be necessary for the final settlement of the unfinished business of the corporation; and the powers of such trustees or receivers may be continued as long as the chancellor shall think necessary for the purpose aforesaid.

29. Chancellor has full jurisdiction.—36. The chancellor shall have jurisdiction of said application and of all questions arising in the proceedings thereon, and may make such orders, injunctions and decrees therein as justice and equity shall require.

30. Dissolution, property vested in individuals.—39. On the final dissolution of any corporation created under this act, all its real and personal estate, not legally disposed of, shall be vested in the individuals who may be stockholders at the time of such dissolution, in their respective proportions, and they shall hold the same as tenants or owners in common.

31. Existing corporations may come under this act.—43. Any corporation now existing under any law of this State, either general or special, may come under and be subject to the provisions and liabilities of this act in the same manner as if created under the same, if such company make a certificate under the hands of the president and directors of the company that said company desires to come under the said provisions and liabilities, which certificate shall be acknowledged, recorded and filed in the same manner as the certificate required by this act; *Provided*, That nothing in this section contained shall be held to affect any transaction, liabilities or debts of any such company heretofore done, accrued or contracted.

32. Charter, how extended.—44. It shall be lawful for any corporation heretofore or hereafter created under or by virtue of this act, or of any law of this State, at any time before the expiration of its charter, or the period named in its certificate of organization, to file in the office of the secretary of state a certificate under its common seal, attested by the signature of its presiding officer, declaring its desire that the

period of its existence as such corporation shall be extended for any time therein mentioned, not exceeding twenty years.

33. Members as well as stockholders included.—

45 The provisions of this act relating to stockholders shall include members whenever applicable.

34. State tax, how collected.—46.

That the secretary of state is hereby authorized and directed to demand, for the use of the State, on certifying any charter of incorporation or renewal thereof, authorized by this act, the sum of twenty dollars when the capital stock of such corporation shall exceed fifty thousand dollars; *Provided*, That in the case of corporations for religious, charitable, or literary purposes, the said tax shall not be charged or collected. The fees of the secretary of state and of the recorder shall be as heretofore.

35. Existing religious incorporations validated.—

47. All religious incorporations now or heretofore existing under and by virtue of Chapter thirty-nine of the Revised Statutes of this State, or any supplement or supplements thereto, or under and by virtue of Chapter 419 of Vol. 13 of Laws of Delaware, be and the same are hereby validated and made legal incorporations, and all acts done in pursuance of said acts are hereby made valid. And all religious incorporations hereafter to be created may be created by and shall be subject in every respect to the provisions of said Chapter thirty-nine of the Revised Statutes and any supplement or supplements thereto; and for this purpose the said chapter and any and all supplements thereto, are hereby revived and reënacted with the same force and effect as though the same were set out in full in this act. Any religious incorporations created under this act shall be subject to the provisions of section 10 of said Chapter 39 of the Revised Code.

SUPPLEMENT TO CHAPTER 39.

[Act of Mar. 13, 1895.]

36. Trustees, change in number.—1. Any society or congregation of Christians heretofore incorporated under the act to which this is a supplement, or that may hereafter become incorporated under said act, may from time to time increase the number of trustees not to exceed twelve, and may decrease the number to not less than three by a vote of the society or

congregation at a public meeting called for that purpose in the same manner as provided in section 2* of the act to which this is a supplement, for the election of trustees, voting and counting the votes as provided therein.

37. Change to be recorded.—2. If the society or congregation shall by a plurality of votes of the members present determine to increase or diminish the number of trustees, such fact shall be certified to the recorder of deeds in and for the county in which such society or congregation shall have property, to be by him recorded in the deed records thereof, which certificate shall set forth the number of trustees heretofore contained in the act of incorporation, and the number fixed by the meeting provided for by this act, and shall be signed by a majority of the board of trustees. The recorder shall receive the same fees now provided by law for like services.

PARTICULAR DENOMINATIONS.

38. Section 9 of Chap. XXXIX applies to the Protestant Episcopal Church, and Chap. 100, Vol. 11., with Chap. 599, Vol. 19, to Roman Catholic Societies.

*See No. 3, p. 44.

DISTRICT OF COLUMBIA.

REVISED STATUTES, D. C., 1894.

RELIGIOUS SOCIETIES.

1. Congregation may acquire property.—533. The members of any society or congregation in the District, formed for the purpose of religious worship, may receive by gift, devise or purchase not exceeding one acre of land and erect thereon such houses and buildings and make such other use of the land and such other improvements thereon as may be deemed necessary for the purposes named, and for the comfort and convenience of the society or congregation.

2. Trustees may be elected according to denominational rules.—534. Such society or congregation may assume a name. Any number of trustees not exceeding ten, who shall be styled trustees of such society or congregation by the name so assumed, may be elected or appointed according to the rules or discipline governing the church or denomination to which said society or congregation may belong.

3. Certificate to be entered of record.—535. The trustees shall immediately make a certificate under their hands and seals, stating the date of their election, or appointment, the name of the society or congregation, length of time for which they were elected or appointed, which shall be verified by the affidavit of one of the persons making the same, and shall be filed and recorded in the office of the recorder of deeds of the District.

4. Term of service.—536. The trustees shall hold office during the period stated in their certificates, and vacancies in the office of trustee may be filled by election or appointment as provided in section five hundred and thirty-four; and rules and regulations may be adopted in relation to the management of the estate and the duties of trustees, or for their removal from office, in accordance with the rules or discipline governing the church or denomination to which such society or congrega-

tion may belong, not inconsistent with the Constitution of the United States and the laws in force in the District. [As amended, 22 Stat. L., 529.]

5. Election of successors.—537. At the expiration of the term of service of any of the trustees, one or more successors may be elected or appointed, as provided in section five hundred and thirty-four, and a certificate of their appointment or election shall be made, verified, filed and recorded as provided in section five hundred and thirty-five. [As amended, 22 Stat. L., 529.]

6. Failure to elect will not work dissolution.—538. A failure to elect trustees shall not work a dissolution of the society or congregation, but the trustees last elected or appointed shall continue in office until another election or appointment.

7. Powers.—539. Such trustees and their successors shall have perpetual succession and existence, shall be capable in law to sue and be sued, implead and be impleaded, answer and be answered, defend and be defended, in all courts of law or equity, in and by the name and style assumed.

8. Title vested in trustees.—540. The title to land authorized to be purchased, and to the buildings and improvements thereon, shall be vested in the trustees by their assumed name, and their successors forever, and the same shall be held for the uses and purposes named and no other.

9. Trustees may dispose of real estate subject to certain restrictions.—541. The trustees shall have power, under the direction of the society or congregation by whom they were elected or appointed, to sell and execute deeds and conveyances of the property authorized to be held by the society or congregation; and such deeds or conveyances shall have the same effect as like deeds or conveyances made by natural persons; but no deed or conveyance shall be made so as to defeat or destroy the interest or effect of any grant, donation, or bequest, and all grants, donations and bequests shall be appropriated and used as directed by the person making the same. [As amended. See 22 Stat. L., 529.]

10. Trustees may execute mortgages with consent of church.—542. The trustees shall have power, under the direction of the society or congregation, or the authority by

whom they were elected or appointed, to execute mortgages or deeds of trust in the nature of mortgages, upon the estate and property which any society or congregation are authorized to hold, or to lease the same for a term not exceeding ten years. And such mortgages, deeds, and conveyances shall have the same effect and be enforced by the same remedies and proceedings as like mortgages, deeds, leases and conveyances made by natural persons. [As amended. See 22 Stat. L., 529.]

11. Property on dissolution reverts to donors.—543. Upon the dissolution of any society or congregation, the estate and property of the same shall revert back to the persons, their heirs and assigns, who may have given or contributed to the purchase of or payment for the same according to their respective rights.

SOCIETIES, RELIGIOUS, MISSIONARY, ETC.

12. How incorporated.—545. Three or more persons of full age, citizens of the United States, a majority being citizens of the District, desiring to associate themselves for benevolent, charitable, educational, literary, musical, scientific, religious, or missionary purposes, including societies formed for mutual improvement, or for the promotion of the arts, may make, sign and acknowledge before any officer authorized to take the acknowledgment of deeds in the District, and file in the office of the recorder of deeds, to be recorded by him, a certificate in writing, in which shall be stated:

1. The name or title by which such society shall be known in law.
2. The term for which it is organized.
3. The particular business and objects of the society.
4. The number of its trustees, directors, or managers for the first year of its existence.

13. Filing certificate incorporates. Powers. Limit on income.—546. Upon filing such certificate such persons shall be a body politic and corporate by the name stated in the certificate, and by such name they and their successors may have and use a seal, and alter and change the same at pleasure, make by-laws, elect officers and agents, and take, receive, hold and convey real and personal estate necessary for the purposes of the society as stated in their certificate, and other real and personal property, the clear annual income from which shall

not exceed in value twenty-five thousand dollars; *Provided, however,* That this section shall not be construed to exempt any property from taxation in addition to that now specifically exempted by law. [As amended. See 23 Stat. L., 13.]

14. Trustees, how elected. Powers. Quorum. Vacancies.—547. Such incorporated society may elect its trustees, directors, or managers, at such time and place and in such manner as may be specified in its by-laws, who shall have the control and management of the affairs and funds of the society, and a majority of whom shall be a quorum for the transaction of business; and whenever any vacancy shall happen in such board of trustees, directors, or managers, the vacancy shall be filled in such manner as shall be provided by the by-laws of the society. [As amended. See 23 Stat. L., 13.]

15. Existing corporations may reincorporate.—548. The trustees, directors, or stockholders of any existing benevolent, charitable, educational, musical, literary, scientific, religious, or missionary corporation, including societies formed for mutual improvement, may, by conforming to the requirements herein, reincorporate themselves, or continue their existing corporate power under this chapter, or may change their name, stating in their certificate the original name of such corporation as well as the new name assumed; and all the property and effects of such existing corporation shall vest in and belong to the corporation so reincorporated or continued.

16. Property, how leased, mortgaged, or sold.—549. Any property of the corporation may be leased, encumbered by mortgage or deed of trust in the nature of a mortgage, or sold and conveyed absolutely, when authorized by a vote of a majority of the shares of stock of the corporation, or by a vote of a majority of the directors, managers, or trustees of the corporation, at a meeting called for the purpose, and the proceedings of which meeting shall be duly entered in the records of the corporation; and the proceeds arising therefrom shall be applied or invested for the use and benefit of such corporation. [Substitute, 23 Stat. L., 13.]

17. Corporation surrendering powers, how property to be disposed of.—550. When any real estate shall have been devised or given to any such corporation for any special benevolent purpose, and where, by a vote of three-fourths of the stock held by the stockholders, or three-fourths of the cor-

porators, if no shares of stock have been created, at a meeting called for the purpose, of which such stockholders or corporators or members shall have at least ten days' notice, the corporation shall determine to surrender their corporate powers and cease to act under the same, said real and personal estate so acquired shall be sold at public auction, proper notice of the time and place of the same having been given, and the proceeds of the sale equitably distributed among the stockholders or corporators, or disposed of for the promotion and advancement of the objects for which such corporation was originally organized.

18. Existing corporations may come under this act.

—Section 551 is repealed, and it was enacted, That any corporation heretofore formed under sections five hundred and forty-five to five hundred and fifty-two, inclusive, of the Revised Statutes of the United States relating to the District of Columbia may avail itself of the provisions of this act by complying with its requirements, and those that this act is intended to amend; but the right to repeal this act, and to alter, amend, or abolish any charter of incorporation granted under it, is expressly reserved to Congress. [Act of April 23, 1884, 23 Stat. L., 13.]

19. Names of corporations not to be identical.—552.

The provisions of this chapter shall not extend or apply to any association or individual, who shall in the certificate filed with the recorder of deeds, use or specify a name or style the same as that of any previously existing incorporated body in the District.

PARTICULAR DENOMINATIONS.

20. Special provisions exist in the laws of Maryland, in force in the District of Columbia, for the incorporation of Protestant Episcopal and Roman Catholic Churches. (See Cogley's *Digest*, pp. 163-169.)

FLORIDA.

CONSTITUTION. Article III.

[In effect, Oct., 1890.]

1. General laws for incorporation.*—25. The Legislature shall provide by general law for incorporating such educational, agricultural, mechanical, mining and other useful companies or associations as may be deemed necessary.

REVISED STATUTES, 1892.

CORPORATIONS.

CHAP. I. GENERAL PROVISIONS.

2. Provisions extend to all corporations.—2119. The provisions of this title shall extend to all corporations, whether chartered by special act of the Legislature or under general law in their respective classes, but shall not in anywise affect the validity of any incorporation heretofore created.

3. Corporations not dissolved by failure to elect officers.—2120. No corporation shall be deemed to be dissolved by failure to elect or appoint officers on the given day, but the officers previously elected or appointed shall hold their offices until the qualification of their successors.

4. Inherent powers.—2121. Every corporation by virtue of its existence as such shall have power:

1. To have succession by its corporate name for the period limited in its charter and when no period is limited, perpetually.
2. To sue and be sued in any court of law or equity.
3. To make contracts and to adopt and use a common seal and alter the same at pleasure.
4. Where special provision is not made by law or otherwise to hold, buy, convey or mortgage such personal or real estate

* The Legislature chartered in 1893 the Trustees of the Presbyterian Church at St. Augustine.

as the purposes of the corporation shall require, also to take hold and convey such other real and personal property as shall be necessary for the corporation to acquire in order to obtain or secure the payment of any indebtedness or liability to it.

5. To appoint such subordinate officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

6. To make by-laws.

7. To increase or diminish by a vote of its members, cast as the by-laws may direct, the number of directors, managers or trustees, so, however, that the number shall not be less than three, nor more than thirteen.

CHAP. III. CORPORATIONS NOT FOR PROFIT.

5. Manner of incorporation.—2259. Any five or more persons, wishing to form a religious society, lodge of Masons or any other similar order, debating or literary society, library company, benevolent or charitable association, scientific institution of learning, or cemetery company, may become incorporated in the following manner: They shall present to the judge of the circuit court for the proper county a proposed charter subscribed by the intended incorporators, which shall set forth:

1. The name of the corporation and place where it is to be located.

2. The general nature of the object of the corporation.

3. The qualification of members and the manner of their admission.

4. The term for which it is to exist.

5. The names and residence of the subscribers.

6. By what officers the affairs of the corporation are to be managed, and the times at which they will be elected or appointed.

7. The names of the officers who are to manage all the affairs until the first election or appointment under the charter.

8. By whom the by-laws of the corporation are to be made, altered or rescinded.

9. The highest amount of indebtedness or liability to which the corporation may at any time subject itself, which shall never be greater than two-thirds of the value of the property of the corporation.

10. The amount in value of the real estate which the cor-

poration may hold, subject always to the approval of the circuit judge.

The proposed charter shall be acknowledged by some one of the subscribers before some officer authorized to take acknowledgments of deeds, which subscriber shall also make and subscribe an oath to be endorsed on the proposed charter, that it is intended in good faith to carry out the purposes and objects set forth therein.

Notice of the intention to apply to the circuit judge for any such charter, stating the time when the application will be made, shall be published in one newspaper in the proper county for four weeks, once each week, setting forth briefly the character and object of the corporation to be formed.

The proposed charter, with proof of publication, shall be produced to the circuit judge at the time named in the notice, and if no cause be shown to the contrary, and if he find it to be in proper form and for an object authorized by this chapter, the circuit judge shall approve it and endorse his approval thereon.

The charter, with all its endorsements, shall then be recorded in the office of the clerk of the circuit court, and from thenceforth the subscribers and their associates and successors shall be a corporation by the name given. The proposed charter, during the time of publication, must be filed in the office of the clerk of the circuit court.

Any corporation to be organized for any of the above objects for profit, shall be incorporated under the provisions for corporations for profit. [As amended, May 5, 1893.]

6. Evidence of incorporation.—2260. The original charter, with the certificate of the recording thereof in the clerk's office, endorsed thereon, or a copy from the record thereof, certified by the said clerk, shall be evidence of the contents of the charter in all actions and proceedings and shall be conclusive evidence of the existence of the corporation in all actions and proceedings where the question of its existence is only collaterally involved, and *prima facie* evidence in all other actions and proceedings.

7. Amendment of charter.—2261. Any such corporation desiring to amend its charter may do so by resolution as provided in the by-laws, which amendment, upon publication of notice and approval by the circuit judge, and recording in the

clerk's office as aforesaid, shall become and be taken as part of the original charter.

8. Dissolution.—2662. Any such corporation wishing to dissolve may present a petition to the circuit judge, who shall direct notice thereof to be published for such time as he may judge to be expedient, and after the expiration of such time he may decree a dissolution and may make all necessary order and decrees for the winding up of the affairs of such corporation, taking care that the claims of creditors be satisfied, as far as may be, out of the assets of the corporation.

PARTICULAR DENOMINATIONS.

9. The Florida Annual Conference of the Methodist Episcopal Church South, and the Protestant Episcopal Church in the Missionary District of Southern Florida, were incorporated by the Legislature in 1893. Special provision has also been made for the Shakers, by Act of May 31, 1895.

GEORGIA.

CONSTITUTION. Article I.

[In force, Dec. 5, 1877.]

1. General laws to be enacted. Private rights secured.—IV, 1. Laws of a general nature shall have uniform operation throughout the State, and no special laws shall be enacted in any case for which provision has been made by an existing general law. No general law affecting private rights shall be varied in any particular case by special legislation, except with the free consent, in writing, of all persons affected thereby; and no person under legal disability to contract is capable of such consent.

ARTICLE XII.

2. Existing charters protected.—I, 4. Local and private acts passed for the benefit of counties, cities, towns, corporations and private persons not inconsistent with the supreme law, nor with this Constitution, and which have not expired nor been repealed, shall have the force of statute law, subject to judicial decision as to their validity when passed, and to any limitations imposed by their own terms.

STATUTES, CODE, 1882.

[With amendments to 1894.]

CHAP. I, ART. IV. OF CORPORATIONS GENERALLY.

SEC. I. THEIR NATURE AND KINDS.

3. Private corporations defined.—1673. All others are private, whether the object of incorporation be for public convenience or individual profit, and whether the purpose be, in its nature, civil, religious or educational.

SEC. II. THEIR CREATION.

4. **By whom created.***—1674. The power to create corporations in this State vests in the General Assembly, and the courts, by whom all charters must be granted.

5. **How incorporated. Associations of churches may incorporate. Term of corporate life.**—1676. A private corporation, for any purpose whatever, except banking or insurance, may be created in this State by complying with the following provisions:

1. The persons desiring the charter shall file in the office of the clerk of the superior court of the county in which they desire to transact business, a petition or declaration, specifying the objects of their association, and the particular business they propose to carry on, together with their corporate name, and the amount of capital to be employed by them actually paid in, and their place of doing business, and the time, not exceeding twenty years, for which they desire to be incorporated; which petition or declaration shall be published once a week for four weeks in the nearest public gazette to the point where such business is located, before said court shall pass an order declaring said application granted. After the granting by the court of the order of incorporation, the petition and said order shall be recorded together by said clerk in a book to be kept for that purpose, and to be known as "The Record of Superior Court Charters," and which shall be kept appropriately indexed by said clerk; but this shall not dispense with the recording of the order of incorporation upon the minutes of the court, also as a part of the proceedings of the court. And it may be lawful for any association of churches to be chartered for the purpose of promoting the cause of the Christian religion, charity or education, by complying with the provisions of this section, except that they need not state the amount of capital to be used by them actually paid in, and when the meetings of said association are ambulatory, they shall not be required to set forth their place of business; *Provided*, That said association may be chartered in any county in which a church belonging thereto may be located. And paragraph 3 of this section shall not apply to such corporations, and the publication of notice required shall be in the nearest public gazette to the county where the application is made. [As amended, Sept. 8, 1891.†]

* See Act for Incorporation of Towns, Churches, etc., No. 35, Sec. 1, p. 73.

† Section 2 of the act of Sept. 8, 1891, reads, "Be it further enacted, That all laws and parts of laws in conflict with this act be, and the same are, hereby repealed."

2. If, upon hearing such petition, the court shall be satisfied that the application is legitimately within the purview and intention of this Code, it shall pass an order declaring the said application granted, and the petitioners and their successors incorporated for and during a term not exceeding twenty years, with the privilege of renewal at the expiration of that time according to the provisions above set forth. A certified copy of this petition and order, under the seal of the court, shall be evidence of such incorporation in any court in this State."

[Section 3 omitted as not applicable to churches.]

6. How particular churches may incorporate. Time-limit of charters.—1676 (a). The superior court, upon the petition of one or more discreet and proper persons, showing that a school, academy, college or church has been, or is about to be, established in the county where such court is sitting, and asking for corporate authority to enforce good order, receive donations, make purchases, and effect all alienations of realty and personalty, not for the purpose of trade and profit, but for promoting the general design of such institution, and to look after the general interest of such establishment, may grant such person or persons and their legal successors such corporate powers as may be suitable and not inconsistent with the laws of this State, nor violative of private rights, the charter so granted to remain in force twenty years, unless sooner revoked by law; and upon petition by the corporators, or their legal successors in charge of any such institution, however and whenever incorporated, the superior court of the county where the same is located shall have power to amend the charter thereof in any way prayed for; *Provided*, The same is not contrary to the laws of this State nor violative of private rights. The costs of recording such proceedings on the minutes shall be paid by the petitioners, and a certified copy of the same, under the seal of the court, shall be sufficient evidence in any case of the corporate powers and privileges so granted. [As amended, Oct. 16, 1885.]

7. Religious societies may incorporate in any county.*—1677. In all cases where it is the design of religious or educational associations or societies to extend their operations and hold property in different counties in this State, without having any principal place of business, it shall be lawful for the petition for incorporation to be filed in, and the order

* See title "Ratification of Superior Court Charters," p. 71.

of incorporation to be granted by, the superior court of any county of this State, and the said county shall be deemed and held to be the county of the residence of said corporation.

SEC. III. POWERS AND LIABILITIES.

8. Continuance not affected by death of members. **Time limit of charters.**—1678. Corporations have continuous succession during the time limited by their charter, notwithstanding the death of their members. Should any charter granted in future by the General Assembly to a private corporation be silent as to its continuance, such charter shall expire at the end of thirty years from the date of its grant.

9. Powers.—1679. All corporations have the right to sue and be sued, to have and use a common seal, to make by-laws, binding on their own members, not inconsistent with the laws of this State and of the United States, to receive donations by gift or will, to purchase and hold such property, real or personal, as is necessary to the purpose of their organization, and to do all such acts as are necessary for the legitimate execution of this purpose.

10. Responsible for acts of officers.—1680. Every corporation acts through its officers, and is responsible for the acts of such officers in the sphere of their appropriate duties; and no corporation shall be relieved of its liability to third persons for the acts of its officers by reason of any by-law or other limitation upon the power of the officer, not known to such third person.

SEC. IV. DISSOLUTION.

11. State may withdraw franchise.—1682. In all cases of private charters hereafter granted the State reserves the right to withdraw the franchise, unless such right is expressly negatived in the charter.

12. Liability not affected.—1689. The dissolution of a corporation, from any cause, shall not, in any manner, affect any collateral or ultimate or other liability, legally incurred by any of its officers or members.

13. State cannot dissolve all corporations.—1683. Private corporations heretofore created, without the reservation of the right of dissolution, and where individual rights

have become vested, are not subject to dissolution at the will of the State.

14. How dissolution is effected.—1684. Every corporation is dissolved—1st, by expiration of its charter; 2d, by forfeiture of its charter; 3d, by a surrender of its franchises; 4th, by the death of all its members without provisions for a succession.*

15. How charter forfeited.—1685. A corporation may forfeit its charter—1st, by a willful violation of any of the essential conditions on which it is granted; 2d, by a misuser or non-user of its franchises. This dissolution dates from the judgment of a court of competent jurisdiction declaring the forfeiture.

16. Surrender of franchise.—1686. A corporation may be dissolved by a voluntary surrender of its franchises to the State. In such case such surrender does not relieve its officers or members from any liability for the debts of the corporation.

17. Death of members.—1687. The death of all the members of a corporation, or of so many of them as to render it impossible under the charter to provide a succession, is a dissolution thereof.

18. Disposition of assets.—1688. Upon the dissolution of a corporation, for any cause, all the property, and assets of every description belonging to the corporation shall constitute a fund—first, for the payment of its debts, and then for equal distribution among its members. To this end the superior court of the county where such corporation was located shall have power to appoint a receiver, under proper restrictions, properly to administer such assets under its direction.

TITLE V. CHAP. VIII. OF TRUSTEES.

19. Conveyance to churches, etc., confirmed.—2343. All deeds of conveyance heretofore made, and which may hereafter be made, to any person or persons, for any lots of land within this State, to any church or religious society or to trustees for the use of such church or religious society for the purpose of erecting churches or meeting-houses, are, and shall be deemed and taken to be, good and valid, and available in law for the intents, uses and purposes contained in said deeds of conveyance, and all lots of land so conveyed shall be fully and

* Also by non-payment of taxes, Section 877 of Code.

absolutely vested in such church or religious society,* or in their respective trustees, for the uses and purposes in said deed expressed; to be holden to them, or their trustees, for their use by succession, according to the mode of church government, or rules of discipline exercised by such churches or religious societies respectively.

20. Trustees subject to church.—2344. All trustees to whom conveyances are or shall be made, for the purposes expressed in the preceding section, shall be subject to the authority of the church or religious society, for which they hold the same in trust, and may be expelled from said trust by such church or society, according to the form of government or rules of discipline by which they may be governed.

21. Church to fill vacancies.—2345. Every church or religious society shall be and are hereby authorized and empowered to fill up all vacancies which may happen in the said trusts by death, removal, expulsion, or otherwise; and when any vacancy shall be filled up the same shall be certified under the hand or hands of the person or persons presiding in the said society, and according to the form of government or discipline practiced by such church or society, which certificate shall express the name of the person appointed to fill the vacancy, and the name of the person in whose place he shall be appointed; and the said certificate being recorded in the office of the clerk of the superior court of the county in which the land lies, the person so appointed to fill such vacancy shall be as fully vested with such trust as if a party to and named in the original deed.

22. The preceding sections construed.—2346. The three preceding sections shall be so construed as to apply to all societies, whether social, charitable, secret, masonic, or by whatever name they may be called, and all criminal laws in force on the 5th of March, 1856, for the protection of religious societies, shall be so construed as to apply to all societies, by whatever name they may be called.

23. Powers of societies.—2347. Said societies, in their distinct and proper names, by their trustees or officers, shall be entitled and authorized to receive, by purchase, gift or bequest, all property, both personal and real, and they shall be capable in law of suing and being sued, pleading and being impleaded,

* Under the provisions of this section trustees of unincorporated societies can hold the title of church property.

contracting and being contracted with; and they are hereby made bodies politic and corporate for the purposes named, when any of the said societies shall have entered their names as trustees or officers of any such societies, for the purposes herein specified, and they shall be capable in law of defending and being defended, and entitled to all the benefits of the three preceding sections before mentioned; *Provided*, That the said societies shall have recorded the name, style and objects of their association, as prescribed by laws in force on the said fifth of March, 1856.

RECORD OF SUPERIOR COURT CHARTERS.

[Act of Nov. 13, 1889.]

24. Record book to be kept by clerk of court.—1.

From and after the passage of this act it shall be the duty of the clerk of the superior court of each county to have prepared, at the expense of the county in which he is clerk, a record book of suitable size and form, which shall be kept in the office of the clerk of the superior court in each county in this State, and such book shall be known as the "Record of Superior Court Charters."

25. Charters to be recorded.—2. All charters when granted shall be recorded in said book of record with the original advertisement of the charter asked for.

26. Record validates charter.—3. When any charter is granted by the superior court it shall not become valid until it has been recorded with the original legal advertisement in the charter record of the county in which it is granted.

27. Fee. Copies to be evidence.—4. The clerk of the superior court shall be allowed such fees for recording the charters granted by the superior court as is allowed in the fee bill of this State for recording deeds to land. The clerk shall furnish any person on application a certified copy of any charter on record in his office. Under seal said certified copy may be used in the courts of this State as evidence.

RATIFICATION OF SUPERIOR COURT CHARTERS.

[Act of Nov. 11, 1889.]

28. Orders of courts since 1876 ratified.—1. From and after the passage of this act the orders of the superior courts granting corporate existence to corporations created

under the act of February 19, 1876, be, and the same are hereby ratified and confirmed, with each and every contract made, or act done in the corporate name, by or with the corporation thereof since the passage of said act.

29. Section 1677 of the Code reenacted.*—2. The said act, approved February 19, 1876, as now embodied in section 1677 of the present Code of this State be, and the same is hereby reenacted, and the authority therein contained given to the extension or the amendment of all charters contemplated in the said section, whether the original charter of the corporation so to be extended or amended was granted by the General Assembly of this State or a superior court of this State.

30. Legal residence, how changed.—3. By resolution of the corporation entered on the minutes thereof, the county of its legal residence may be changed from the county where it was incorporated by the order of the superior court to some other county where its head or chief executive officer resides. *Provided*, That such resolution of the corporation shall be recorded on the minutes of the superior court which granted the charter of the corporation, and also on the minutes of the superior court of the county in which the corporation seeks to locate its legal residence.

31. Contracts validated.—4. All contracts made with the said corporations, or all deposits of title made for the purpose of securing to the said corporations moneys held and owned by them, shall be legal and valid, and payment may be enforced in the same manner and in the same way as if done by a private individual.

32. Administration of charitable trusts.—5. Said corporations now created or hereafter created pursuant to the provisions of this act be, and they are hereby authorized to act in their corporate capacity as trustee to administer and carry into effect any charitable trust heretofore or hereafter created by deed or by will, which is consistent with the objects of the corporate existence.

REVIVER OF CORPORATIONS.

[Act of Nov. 12, 1889.]

33. Charters, how revived.—1. In all cases where the charter of a corporation, created for library, church, charitable,

* See No. 7, p. 67.

school or educational purposes, may have heretofore expired, or may hereafter expire, such corporation may be revived for the same purposes at any time within three years after the expiration of its charter, by the superior court of the county in which the former charter was granted. The application for revival may be made by the former corporators, or trustees, or any of them, and the application and all proceedings thereon shall be as prescribed by law for making application and proceedings thereon in cases of similar and original charters. The corporation, as revived, shall stand clothed with all the powers, and possessed of all the rights, and be subject to all the debts, liabilities and burthens of the old corporation which is revived in it.

RATIFICATION OF CHARTERS GRANTED BY SUPERIOR COURTS.

[Act of Sept. 7, 1891.]

34. Charters granted since November, 1889, ratified.*—1. All charters of corporations which have been granted by the superior courts of this State since the passage of the above recited act, approved November 13, 1889, in the granting of which the law of this State in such case provided has been substantially complied with, as it existed previous to the passage of said above recited act, be, and the same is, hereby ratified and confirmed, and declared to be valid and legal and to have all the force, effect, power and authority as if said charters had been granted in strict compliance and conformity with said above recited act, approved November 13, 1889.

INCORPORATION OF TOWNS, CHURCHES, ETC.

[Act of Oct. 19, 1891.]

35. General Assembly cannot amend charters of certain towns or of any churches, etc.—1. From and after the passage of this act, the General Assembly shall have no power or authority, by local or special enactment, to grant any charter incorporating or amending any charter heretofore or hereafter granted incorporating any town, villages or municipalities of less than two thousand inhabitants; nor of any school, church or other society in this State.

All such charters and amendments shall be granted by the superior court of the county in which the same is situated as now or may hereafter be provided for by law.†

* See Nos. 24-27, p. 71.

Section 2 applies only to towns and villages.

36. Amendments to such charters to be granted by the courts.—3. Any town, village or municipality of less than two thousand inhabitants, and schools, churches and other societies desiring to amend charters already granted them, to suspend the operation of any part of the same, shall proceed as provided by law for the incorporation of the same, and upon the superior court passing an order allowing said amendment, the same shall have the force and effect of suspending the law asked to be suspended, and to put into force and effect the law declared to go into effect by said amendment so allowed.

IDAHO.

CONSTITUTION. Article XI.

[In effect July 3, 1890.]

1. General laws to be passed.—2. No charter of incorporation shall be granted, extended, changed or amended by special law, except for such municipal, charitable, educational, penal or reformatory corporations as are or may be under the control of the State; but the Legislature shall provide by general law for the organization of corporations hereafter to be created; *Provided*, That any such general law shall be subject to future repeal or alteration by the Legislature.

2. Charters may be annulled.—3. The Legislature may provide by law for altering, revoking or annulling any charter of incorporation existing and revocable at the time of the adoption of this Constitution, in such manner, however, that no injustice shall be done to the corporators.

REVISED STATUTES, 1887.*

TITLE IV. CONCERNING CORPORATIONS.

CHAP. I. GENERAL PROVISIONS.†

3. Private corporations, how formed.—2576. Private corporations may be formed by the voluntary association of any five or more persons in the manner prescribed in this Title. A majority of such persons must be *bona fide* residents of this State.

4. For any lawful purpose.—2577. Private corporations may be formed for any purpose for which individuals may lawfully associate themselves.

* By the provisions of the Constitution, Art. XXI, Sec. 2, the laws of the Territory are made operative in the State until repealed.

† The omitted sections relate solely to corporations for profit.

5. Articles of incorporation.—2578. The instrument by which a private corporation is formed, is called “Articles of Incorporation.”

6. Contents of articles.—2579. Articles of incorporation must be prepared setting forth:

1. The name of the corporation;
2. The purpose for which it is formed;
3. The place where its principal business is to be transacted;
4. The term for which it is to exist, not exceeding fifty years;
5. The number of its directors or trustees; and the names and residence of those who are appointed for the first year.

7. Articles, how subscribed and acknowledged.—2581. The articles of incorporation must be subscribed by five or more persons, a majority of whom must be resident freeholders of this State, and acknowledged by each before some officer authorized to take and certify acknowledgments of conveyances of real property.

8. Articles, where filed. Certificate.—2584. Upon filing the articles of incorporation in the office of the county recorder of the county in which the principal business of the company is to be transacted, and a copy thereof, certified by the county recorder, with the secretary of the State, and filing the affidavit mentioned in the last section, when such affidavit is required, the secretary of the State or such county recorder must issue to the corporation, over his official seal, a certificate that a copy of the articles, containing the required statement of facts, has been filed in his office; and thereupon the persons executing the articles and their associates and successors shall be a body politic and corporate, by the name stated in the articles, and for the term of fifty years, unless it is in the articles of incorporation otherwise stated, or by law otherwise specially provided.

9. Articles to be evidence.—2585. A copy of any articles of incorporation filed in pursuance to this title and certified by the secretary of the State, or the recorder of the proper county, must be received in all courts and other places as *prima facie* evidence of the facts therein stated.

10. Members.—2586. . . . If a corporation has no capital stock, the corporators and their successors are called members.

11. Articles to be filed with county recorder. Effect of failure to file.—2587. No corporation formed under the provisions of this title, shall purchase, locate, or hold, property in any county of this State, without filing a certified copy of its articles of incorporation in the office of the county recorder of the county in which such property is situated, within sixty days after such purchase or location is made, and every corporation now in existence must, within ninety days after the passage of this title, file a certified copy of its articles of incorporation, as provided in this section. Any corporation failing to comply with the provisions of this section, must not, while so in default, maintain or defend any action or proceeding in relation to such property.

12. By-laws, when, how and by whom adopted.—2588. Every corporation formed under this title must, within one month after filing articles of incorporation, adopt a code of by-laws for its government not inconsistent with the laws of Congress and of this State. The assent of . . . a majority of the members, if there be no capital stock, is necessary to adopt by-laws, if they are adopted at a meeting called for that purpose; and if such meeting be called, two weeks' notice of the same by advertisement in some newspaper published in the county in which the principal place of business of the corporation is located, or, if none be published therein, then in a paper published at the capital of the State, must be given by order of the acting president. The written assent . . . of two-thirds of the members, if there be no capital stock, shall be effectual to adopt a code of by-laws without a meeting for that purpose.

13. Directors, election of.—2589. The directors of a corporation must be elected annually by the stockholders or members, and if no provision is made in the by-laws for the time of the election, the election must be held on the first Tuesday in June. Notice of such election must be given, and the right to vote determined as prescribed in the last preceding section.

14. By-laws, what they may provide.—2590. A corporation may, by its by-laws, when no other provision is specially made, provide, among other things, for:

1. The time, place, and manner of calling and conducting its meetings;

2. The number of stockholders or members constituting a quorum;
3. The mode of voting by proxy;
4. The time of the annual elections of directors, and the mode and manner of giving notice thereof;
5. The duties and compensation of officers;
6. The manner of election, and the terms of office of all officers other than the directors, and
7. Suitable penalties for violation of by-laws, not exceeding, in any case, one hundred dollars for any one offense.

15. By-laws to be recorded. How amended.—2591. All by-laws adopted must be certified by a majority of the directors and the secretary of the corporation, and copied in a legible hand in some book kept in the principal office of the corporation in this State, to be known as the "Book of By-Laws," and no by-law shall take effect until so copied, and the book shall be open to the inspection of the public during office hours of each day, except holidays. The by-laws may be repealed or amended, or new by-laws may be adopted, at the annual meeting of the stockholders or members called for that purpose by the directors, by a vote representing . . . two-thirds of the members when there is no capital stock, or the power to repeal and amend the by-laws, and adopt new by-laws, may, by a similar vote at any such meeting, be delegated to the board of directors. This power, when so delegated, may be revoked by a similar vote at any regular meeting of the stockholders or members. Whenever any amendment or new by-law is adopted it shall be copied in the book of by-laws with the original by-laws, and immediately after them, and shall not take effect until so copied. If any by-law be repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted, must be stated in the said book, and until so stated the repeal must not take effect.

16. Directors, how elected, and who to be.—2592. The corporate powers, business and property of all corporations formed under this title must be exercised, conducted and controlled by a board . . . to be elected . . . from among the members of such corporation.* A majority of the directors must be, in all cases, citizens and actual *bona fide* residents within this State. Directors of all other corporations must be members thereof. Unless a majority is present and acting, no

* For number of directors see Sec. 2760, p. 84.

business performed or act done by the board of directors is valid as against the corporation. Whenever a vacancy occurs in the office of directors, unless otherwise provided by the by-laws, such vacancy must be filled by the board.

17. Directors to be elected at first meeting.—2593. At the first meeting at which the by-laws are adopted, or at such subsequent meeting as may then be designated, directors must be elected, to hold their offices for one year, and until their successors are elected and qualified.

18. Directors, election of, to be by ballot.—2594. All elections of directors must be by ballot, and a vote . . . of a majority of the members, if there be no capital stock, is necessary to a choice.

19. Directors, officers of, duties, and quorum.—2595. Immediately after their election, the directors must organize by the election of a president, who must be one of their number, a secretary and a treasurer. They must perform the duties enjoined on them by law and by the by-laws of the corporation. A majority of the directors is a sufficient number to form a board for the transaction of business, and every decision of a majority of the directors forming such board, made when duly assembled, is a valid corporate act, as though made by a majority of all the directors of the corporation.

20. Directors, how removed from office.—2597. No director can be removed from office unless by a vote . . . of two-thirds of the members, when there is no capital stock, at a general meeting held after previous notice of the time and place, and of intention to propose such removal. Meetings of stockholders or members for this purpose may be called by the president, or by a majority of the directors, or by members or stockholders holding at least one-half of the votes. Such calls must be in writing and addressed to the secretary, who must thereupon give notice of the time, place and object of the meeting, and by whose order it is called. If the secretary refuses to give the notice, or if there is none, the call may be addressed directly to the members or stockholders, and be served as a notice, in which case it must specify the time and place of meeting. The notice must be given in the manner provided in section 2588 of this title, unless other express provision has been made therefor in the by-laws. In case of removal, the vacancy may be filled by election at the same meeting.

21. Justice of peace may order meeting.—2598. Whenever, from any cause, there is no person authorized to call or to preside at a meeting of a corporation, any justice of the peace of the county where such corporation is established, may, on written application of three or more of the stockholders, or of the members thereof, issue a warrant to one of the stockholders or members, directing him to call a meeting of the corporation, by giving the notice required, and the justice may in the same warrant direct such person to preside at such meeting until a secretary is chosen and qualified, if there is no officer present legally authorized to preside thereat.

22. Majority must be represented.—2599. At all elections or votes had for any purpose, there must be a majority of the subscribed capital stock, or of the members, when there is no capital stock, represented either in person, or by proxy, in writing. Every person acting therein in person, or by proxy, or by representative, must be a member thereof. . . . Any vote or election had otherwise than in accordance with the provisions of this title, is voidable at the instance of absent stockholders or members, and may be set aside by petition to the district court of the county where the same was held or to the judge of said court at his chambers. Any regular or call[ed] meeting of the stockholders or members may adjourn from day to day, or from time to time, if from any reason there is not present a majority of the subscribed stock or members, or no election or majority vote had. Such adjournment and reasons thereof being recorded in the journal of proceedings of the board of directors.

23. Election postponed.—2601. If from any cause an election does not take place on the day appointed in the by-law, it may be held on any day thereafter, as may be provided for in such by-laws, or to which such election may be adjourned or ordered by the directors. If an election has not been held at the appointed time, and no adjourned or other meeting for the purpose has been ordered, a meeting may be called by the stockholders, as provided in section 2597 of this title.

24. Complaints regarding elections.—2602. Upon the application of any person, or body corporate, aggrieved by any election held by any corporate body, or any proceedings relating to any such election, the district judge of the district in which such election is held, must proceed forthwith summarily

to hear the allegations and proofs of the parties, or otherwise inquire into the matters of complaint, and thereupon confirm the election, order a new one, or direct such other relief in the premises as accords with right and justice. Before the proceedings are had under this section, five days' notice thereof must be given to the adverse party, or to those to be affected thereby, if found within the State.

25. Meetings by unanimous consent.—2604. When all the stockholders or members of a corporation are present at any meeting, however called or notified, and sign a written consent thereto on the record of such meeting, the doings of such meeting are as valid as if at a meeting legally called and notified.

26. Proceedings of consent meetings binding.—2605. The stockholders or members of such corporation, when so assembled, may elect officers to fill all vacancies then existing, and may act upon such other business as might lawfully be transacted at regular meetings of the corporation.

27. Meetings, where to be held.—2606. The meetings of the stockholders, members and board of directors of a corporation must be held at its office, or principal place of business.

28. Meetings of directors, how called when no provision.—2607. When no provision is made in the by-laws for regular meetings of the directors, and the mode of calling special meetings, all meetings must be called by special notice in writing, to be given by the secretary to each director, if within the State, on the order of the president, or if there be none, on the order of two directors.

29. Members liable for proportion of debts.—2609. . . . In corporations having no capital stock, each member is individually and personally liable for his proportion of its debts and liabilities, and similar actions may be brought against him, either alone or jointly with other members, to enforce such liability as by this section may be brought against one or more stockholders, and similar judgments may be rendered. . . .

30. Powers.—2633. Every corporation, as such, has power:

1. Of succession, by its corporate name, for the period limited; and when no period is limited, perpetually;
2. To sue and be sued, in any court, as a natural person may;

3. To make and use a common seal, and alter the same at pleasure;

4. To purchase, hold and convey such real and personal estate as the purposes of the corporation may require, not exceeding the amount limited by this title;

5. To appoint such subordinate officers or agents as the business of the corporation may require, and to allow them suitable compensation;

6. To make by-laws not inconsistent with any existing law, for the management of its business and property, the regulation of its affairs, and for the transfer of its stock;

7. To admit stockholders or members, and to sell their stock or shares for the payment of assessments or installments.

8. To enter into any contracts or obligations essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation.

31. Misnomer does not invalidate.—2635. The misnomer of a corporation in any written instrument does not invalidate the instrument, if it can be reasonably ascertained from it what corporation is intended.

32. Must organize within one year. Legality of corporation, how ascertained.—2636. If a corporation does not organize and commence the transaction of its business or the construction of its works within one year from the date of its incorporation its corporate powers cease. The due incorporation of any company, claiming in good faith to be a corporation under this title, and doing business as such, or its right to exercise corporate powers, shall not be inquired into, collaterally, in any private suit to which such *de facto* corporation may be a party; but such inquiry may be had at the suit of The People of the State, on the information of the district attorney of the county of the principal place of business of the corporation.

33. Acquisition of real property.—2638. No corporation must acquire or hold any more real property than may be reasonably necessary for the transaction of its business, or the construction of its works, except such right of way or other property as it may acquire under the laws of Congress, or as may be otherwise specially provided. A corporation may acquire real property as provided in the Code of Civil procedure, when needed for any of the uses and purposes there mentioned.

34. Right of repeal reserved.—2641. The Legislature may at any time amend or repeal this title or any chapter, article or section thereof, and dissolve all corporations created thereunder; but such amendment or repeal does not, nor does the dissolution of any such corporation take away or impair any remedy given against any such corporation, its stockholders or officers, for any liability which has been previously incurred.

35. On dissolution, directors as trustees for creditors.—2648. Unless other persons are appointed by the court, the directors or managers of the affairs of such corporation at the time of its dissolution are trustees of the creditors and stockholders, or member, of the corporation dissolved, and have full power to settle the affairs of the corporation.

36. Charter, how extended.—2649. Every corporation formed for a period less than fifty years may, at any time prior to the term of its corporate existence, extend such term to a period not exceeding fifty years from its formation. Such extension may be made at any meeting of the stockholders or members called by the directors expressly for considering the subject, if voted by . . . two-thirds of the members; or may be made upon the written assent of that number of stockholders or members. A certificate of the proceedings of the meeting upon such vote, or upon such assent, must be signed by the chairman and secretary of the meeting of a majority of the directors and be filed in the office of the county recorder, where the original articles of incorporation were filed, and a certified copy thereof in the office of the secretary of the State, and thereupon the term of the corporation shall be extended for the specified period.

37. Existing corporations may continue.—2650. Any existing corporation formed under any law of this State may continue under this chapter, or under the provisions of any subsequent chapter particularly applicable thereto, by the unanimous vote of all its directors, or its election so to continue may be made at any annual meeting of the stockholders, or members or at any meeting called by the directors expressly for considering the subject, if voted by . . . a majority of the members, or may be made by the directors upon the written consent of that number of such stockholders or members. A certificate of the action of the directors, signed by them and their secretary, when the election is made by their unanimous vote or

upon the written consent of the stockholders or members, or a certificate of the proceedings of the meeting of the stockholders or members, where such an election is made at any such meeting signed by the chairman and secretary of the meeting and a majority of the directors, must be filed in the office of the recorder of the county where the original articles of incorporation are filed, and a certified copy thereof must be filed in the office of the secretary of the State, and thereafter the corporation must continue its existence under the provisions of this title, which are applicable thereto; and must possess all the rights and powers, and be subject to all the obligations, restrictions and limitations prescribed thereby.

38. Existing corporations not affected.—2651. No corporation formed or existing before twelve o'clock, noon, of the day upon which this title takes effect, is e[a]ffected by the provisions of this title unless such corporation elects to continue its existence under it as provided in the last section, but the laws under which such corporations were formed and exist are applicable to all such corporations, and are repealed subject to the provisions of this section.

39. Chapter I. applicable to every corporation.—2652. The provisions of this chapter are applicable to every corporation, unless such corporation is exempted from its operation, or unless a special provision is made in relation thereto inconsistent with some provision in this chapter, in which case the special provision prevails. [In effect June 1, 1887.]

CHAPTER VIII. RELIGIOUS, SOCIAL AND BENEVOLENT CORPORATIONS.

40. How incorporated.—2760. Any number of persons associated together for any purpose, where pecuniary profit is not their object, may, in accordance with the rules, regulations or discipline of such association, elect directors, the number thereof to be not less than three nor more than eleven, and may incorporate themselves as provided in this title.*

41. Articles, additional facts.†—2761. In addition to the requirements of Chapter I, the articles of incorporation of any such association must set forth the holding of the election

* See No. 3, etc., Sections 2576 seq., p. 75.

† See No. 6, Section 2579, p. 76.

for directors, the time and place where the same was held, that a majority of the members of such association were present and voted at such election, and the result thereof; which facts must be verified by the officers conducting the election.

42. Corporation to hold property. Limit on real estate.—2762. All such corporations may hold all the property of the association owned prior to incorporation or acquired thereafter in any manner, and transact all business relative thereto; but no such corporation must own or hold more real estate than may be necessary for the business and objects of the association.

43. Real estate, how mortgaged or sold.—2764. Corporations of the character mentioned in this chapter, may mortgage or sell real property held by them upon obtaining an order for that purpose from the district court held in the county in which the property is situated. Before making the order, proof must be made to the satisfaction of the court that notice of the application for leave to mortgage or sell has been given by publication in such manner and for such time as the court or judge has directed, and that it is for the interest of the corporation that leave should be granted as prayed for. The application must be made by petition, and any member of the corporation may oppose the granting the order of it by affidavit or otherwise.

44. By-laws, additional provisions.*—2765. Corporations organized for purposes other than for profit may in their by-laws, ordinances, constitutions, or articles of incorporation, in addition to the provisions in Chapter I, provide for:

1. The qualifications of members, mode of election, and terms of admission to membership;
2. The fees of admission and dues to be paid to their treasury by members;
3. The expulsion and suspension of members for misconduct or non-payment of dues; also for restoration to membership;
4. Contracting, securing, paying and limiting the amount of their indebtedness;
5. Other regulations not repugnant to the laws of the State and consonant with the objects of the corporation.

* See No. 14, Section 2590, p. 77.

TITLE VI. VOLUNTARY DISSOLUTION OF CORPORATIONS.

45. How dissolved.—5185. A corporation may be dissolved by the district court of the county where its office or principal place of business is situated, upon its voluntary application for that purpose.

46. Application, what to contain.—5186. The application must be in writing and set forth:

1. That at a meeting of the stockholders or members called for that purpose, the dissolution of the corporation was resolved upon by a two-thirds vote of all the stockholders or members;
2. That all claims and demands against the corporation have been satisfied and discharged.

47. Application, how signed.—5187. The application must be signed by a majority of the board of trustees, directors, or other officers having the management of the affairs of the corporation, and must be verified in the same manner as a complaint in a civil action.

48. Filing application. Notice.—5188. If the judge is satisfied that the application is in conformity with this title, he must order it to be filed with the clerk, and that the clerk give not less than thirty days' notice of the application, by publication in some newspaper published in the county, and if there are none such, then by advertisements posted up in three of the principal public places in the county.

49. Objections.—5189. At any time before the expiration of the time of publication, any person may file his objections to the application.

50. Hearing.—5190. After the time of publication has expired, the court may, upon five days' notice to the persons who have filed objections, or without further notice, if no objections have been filed, proceed to hear and determine the application; and if all the statements herein made are shown to be true, he must declare the corporation dissolved.

51. Judgment roll. Appeal.—5191. The application, notices, and proofs of publication, objections (if any), and declaration of dissolution, constitute the judgment roll, and from the judgment an appeal may be taken as from judgments of the county courts.

ILLINOIS.

CONSTITUTION. Article XI.

[In effect, Aug. 8, 1870.]

1. General laws to be passed.—1. No corporation shall be created by special laws, or its charter extended, changed or amended, except those for charitable, educational, penal or reformatory purposes, which are to be and remain under the patronage and control of the State, but the General Assembly shall provide, by general laws, for the organization of all corporations hereafter to be created.

REVISED STATUTES, 1892.

CHAP. XXXII. CORPORATIONS.

RELIGIOUS CORPORATIONS.

2. How incorporated.—35. The foregoing* provisions shall not apply to any religious corporations; but any church, congregation or society formed for the purpose of religious worship, may become incorporated in the manner following, to wit: By electing or appointing, according to its usages or customs, at any meeting held for that purpose, two or more of its members as trustees, wardens and vestrymen (or such other officers whose powers and duties are similar to those of trustees, as shall be agreeable to the usages and customs, rules or regulations of such congregation, church or society), and may adopt a corporate name; and upon the filing of the affidavit, as hereinafter provided, it shall be and remain a body politic and corporate, by the name so adopted.

3. Form and effect of affidavit.—36. The chairman or secretary of such meeting shall, as soon as may be after such meeting, make and file in the office of the recorder of deeds in

* The provisions referred to apply only to business corporations, and include the provisions for the dissolution of corporations.

the county in which such congregation, church or society is organized (which shall be recorded by such recorder) an affidavit, substantially in the following form:

STATE OF ILLINOIS, } ss.
 _____ COUNTY. }

I, _____, do solemnly swear (or affirm, as the case may be) that at a meeting of the members of the (here insert the name of the church, society or congregation, as known before incorporation,) held at (here insert place of meeting,) in the county of _____, and State of Illinois, on the _____ day of _____, A.D. 18—, for that purpose, the following persons were elected (or appointed) (here insert their names) trustees, (or wardens, vestrymen or officers by whatever name they choose to adopt, with powers and duties similar to trustees,) according to the rules and usages of such (church, society or congregation). And said (church, society or congregation) adopted as its corporate name (here insert the name). And at said meeting this affiant acted as (chairman or secretary, as the case may be).

Subscribed and sworn to before me, } _____,
 this — day of —, A.D. 18—, } (Name of affiant.)
 _____.

Such affidavit, or a copy thereof duly certified by the recorder, shall be received as evidence of the due incorporation of such congregation, church or society.

4. Trustees, term of office.—37. The term of office of the trustees of any such corporation may be determined by the rules or by-laws of the congregation, church or society.

5. Trustees, failure to elect does not dissolve.—38. A failure to elect trustees at any time shall not work a dissolution of such corporation, but the trustees last elected shall be considered as in office until their successors are elected.

6. Trustees. Subsequent elections. Vacancies.—39. All elections of trustees after the first, and elections to fill vacancies, may be called and conducted upon such notice and in such manner as may be provided by the rules, usages or by-laws of the congregation, church or society, but the qualification and number of the trustees shall, at all times, be the same as required in the thirty-fifth section of this act. No certificate of election, after the first, need be filed for record.

7. Trustees, removal of.—40. A trustee may be removed from office by an election, called and conducted in like manner as elections for trustees, or his office declared vacant for a failure to act, immoral conduct, or for an abandonment of the faith of the congregation, church or society.

8. Property vested in congregation.—41. Upon the incorporation of any congregation, church or society, all real and personal property held by any person or trustees for the use of the members thereof, shall immediately vest in such corporation, and be subject to its control, and may be used, mortgaged, sold and conveyed the same as if it had been conveyed to such corporation by deed; but no such conveyance or mortgage shall be made so as to affect or destroy the intent or effect of any grant, devise or donation that may be made to such person or trustee for the use of such congregation, church or society.

9. Real estate, limit on.—42. Any corporation that may be formed for religious purposes under this act, or under any law of this State, for the incorporation of religious societies, may receive, by gift, devise or purchase, land, not exceeding in quantity twenty (20) acres, and may erect or build thereon such houses, buildings or other improvements as it may deem necessary for the convenience and comfort of such congregation, church or society, and may lay out and maintain thereon a burying-ground; *Provided*, That only ten acres of such land shall be exempt from assessment for taxation, and that all such land in excess of ten acres shall be assessed at the same valuation as if it were not a part of a cemetery; but no such property shall be used except in the manner expressed in the gift, grant or devise, or if no use or trust is so expressed, except for the benefit of the corporation, church or society for which it was intended. [As amended in 1889.]

10. Trustees, powers of.—43. The trustees shall have the care, custody and control of the real and personal property of the corporation, subject to the direction of the congregation, church or society, and may, when directed by the congregation, church, or society, erect houses or buildings and improvements, and repair and alter the same, and may, when so directed, mortgage, incur, sell, and convey any real or personal estate of such corporation, and enter into all lawful contracts in the name of and in behalf of such corporation; *Provided*, That no mort-

gage, incumbrance, sale or conveyance shall be made of any such estate, so as to defeat or destroy the effect of any gift, grant, devise or bequest which may be made to such corporation; but all such gifts, grants, devises and bequests shall be appropriated and used as directed or intended by the person or persons making the same.

11. Existing societies may incorporate.—44. Any congregation, church or society, heretofore incorporated under the provisions of any law for the incorporation of religious societies, may become incorporated under the provisions of this act, relative to religious societies, in the same manner as if it had not previously been incorporated, in which case the new corporation shall be entitled (to) and invested with all the real and personal estate of the old corporation, in like manner and to the same extent as the old corporation, subject to all the debts, contracts, and liabilities. The word trustees, wherever used in this act, shall be construed to include wardens and vestrymen, or such other officers as perform the duties of trustees.

12. Camp meeting grounds may be acquired.—45. Any congregation, church or society, incorporated under this act, may receive, by grant, devise or bequest, real estate, not exceeding forty acres, for the purpose of holding camp meetings, and may put such improvements thereon as they may deem for their comfort and convenience. The title to such real estate shall be in such corporation, subject to like conditions as are provided in this act in regard to other real estate held by such corporation.

13. Books, etc., right to publish.—46. The trustees, or any other persons designated by such congregation, church or society incorporated under this act, shall have power to publish, print, circulate, sell or give away such religious, Sabbath-school and missionary tracts, periodicals or books as they may deem necessary to the promotion of religion and morality.

14. Property, right to limit amount reserved.—47. This act is subject to any limitation or modification which may be hereafter enacted by general law, as to the amount of real estate and personal property to be held by the corporations respectively provided for herein for religious purposes.

15. New corporations to be formed only under this act.—48. No corporation, association or society for any

purpose authorized by this act shall be formed under any other act.

16. Existing corporations not affected by repeal.—

49. All acts or parts of acts in conflict with the provisions of this act are hereby repealed; *Provided*, That the repeal of said acts shall not affect any corporations existing under any such acts, or any rights or liabilities that may have accrued when this act shall take effect; but such rights and liabilities shall remain as though this act had not been passed.

PARTICULAR DENOMINATIONS.

17. The following acts have not been repealed by title and name:

Catholic Church Act, Laws, 1845, p. 321.

Catholic Church Act, Laws, 1869, p. 67.

Protestant Episcopal Churches, Laws, 1853, p. 482.

See, however, Sec. 48, p. 88.

By Act of March 5, 1895, bishops, overseers, and presiding elders of any church may become corporations sole.

INDIAN TERRITORY.

There are no local laws for the organization and government of corporations in this Territory as a whole. The several Indian Nations have tribal laws for the organization of corporations, but not for their government. For United States Laws, see Arizona, p. 5.

INDIANA.

CONSTITUTION. Article XI.

[In effect, Nov. 1, 1851.]

1. General laws to be passed.—13. Corporations, other than banking, shall not be created by special act, but may be formed under general laws.

STATUTES, 1894.

CHAP. XXI. CORPORATIONS GENERALLY.

2. Order of court as evidence.—3423. When the steps necessary to an organization of a corporation, municipal or private, under any general law, have been completed, a statement thereof may be filed in the office of the clerk of the circuit court of the proper county; and such court, at its next term thereafter, shall, on proof of such organization, cause to be entered of record, in the order book, an order declaring the existence of such corporation; and such order shall be conclusive as to the fact of such existence at the date which such court may fix in such order. [In force, May 6, 1853.]

3. Articles to be filed with secretary of state.—3424. That all persons, companies, corporations and associations hereafter desiring to incorporate under the laws of the State of Indiana, and who are not now required by law to do so, shall be and are hereby required to file with the secretary of State certified copies or duplicates of their articles of incorporation or association, and no such corporation or association shall be deemed and held to be legally incorporated until the provisions of this act shall have been complied with. [In force, Mar. 9, 1891.]

4. To continue after dissolution.*—3429. All corporations whose charters shall expire by limitation, forfeiture, or

* See No 54, Sec. 5029, p. 103.

otherwise, shall, nevertheless, be continued bodies corporate for three years after the time they would have been so dissolved, for the purpose of prosecuting and defending suits to which they are a party, and to enable them to settle, dispose of, and convey their property, and divide the capital stock, but not to continue the business for which such corporations were established. [In force, May 6, 1853.]

CHAP. XXVI. CORPORATIONS—ASSOCIATIONS.

ART. IX. VOLUNTARY.

[Statutes, 1881, p. 712.]

5. How incorporated. Articles.—4583. That any number of persons may voluntarily associate themselves by written articles, to be signed by each person who may be a member at the time of organization, specifying the objects of the same, the corporate name they may adopt to designate such objects pursuant to this act, the name and place of residence of each member or stockholder, with an impression and description of the corporate seal, and in what manner persons shall be appointed or elected to manage the business and prudential concerns of any such association that may have been or shall hereafter be formed for either of the following purposes:

5. To organize churches, conferences, and religious societies.

6. Articles, where filed. Evidence.—4584. Every such association shall file their articles in the recorder's office of the county in which such associations may be formed, and upon the expense of filing and recording being paid, the recorder shall record the same in the miscellaneous book of records in his office, and such record, or a certified copy thereof, shall be conclusive evidence of the matters and things therein recited.

7. Powers.—4585. Every such corporation shall, from the time such record is filed in the proper recorder's office, be deemed and held to be a corporation, and shall have and possess all the rights, powers, and privileges given to corporations by common law; to sue and be sued; to borrow money, and secure the payment of the same by notes and mortgages, bonds or deeds of trust upon their personal and real property; and to rent, lease, purchase, hold, sell, and convey such real and personal property as may be necessary and proper for the

purpose of erecting buildings, and for other proper objects of any such corporation.

8. Officers and agents. By-laws. Records.—4587. Every such corporation shall elect such officers or agents as may be necessary to carry into operation the objects of its organization. It may prescribe and adopt rules and regulations for the direction of its officers and members; and such corporation shall keep a fair record of its proceedings and accounts in proper books, and such records, or copies thereof duly attested by the secretary or clerk under its corporate seal, may be given and read in evidence in any court in this State.

9. Property, how acquired.—4588. Any property, real or personal, may be bequeathed, devised or given to any such corporation by will; and in such cases it shall be sufficient if the corporate name be used, or the purpose so described as not to admit of a reasonable doubt for what corporation or purpose the same was intended to be devised or given.

10. Existing corporations affected.—4589. All voluntary associations now existing, organized under former laws, shall continue to exist and operate under the provisions of this act.

CHAP. XXXI. CORPORATIONS—CHURCHES.

ART. I. BY UNION.

[Statutes, 1858, p. 29.]

11. Union, how effected.—4709. When the members of two or more churches desire to form a union and assume a new name, they are hereby authorized so to do, by each church appointing three of its members as trustees, who shall, within twenty days after their appointment, meet at a time and place agreed upon, and regularly organize by appointing one of their number chairman and another secretary of their meeting; and when so organized, they shall agree upon the name that the united churches shall thereafter assume.

12. Certificate to be filed.—4710. The secretary shall record the proceedings of said meeting in a record to be kept for that purpose, and shall, within ten days thereafter, deposit in the recorder's office of the county where said church shall hold its place of worship, a certificate setting forth the names of the old churches that have united, the name of the new

church, and the names of the trustees thereof; and the recorder shall record the same among the records of deeds in his office.

13. Trustees a corporation. Name. Powers.—4711. Said trustees, so appointed, shall be the trustees of said new church until their successors shall be duly elected and qualified, and shall be deemed a body politic and corporate by the name and style of the “Trustees of —;” and by that name shall have power to contract and be contracted with, sue and be sued, and receive and dispose of real and personal estate for the sole use and benefit of said new church, in like manner and with like effect as other persons or corporations.

14. Property conveyed to new corporation.—4712. After said certificate is recorded in the recorder’s office, as provided in section 2 of this act (section 4710), it shall be lawful for the trustees of said churches that have united, to convey, by deed, to the trustees of the new church and their successors in office, all lands belonging to said old churches (which deeds shall be recorded in the recorder’s office where such lands are situate), and also to deliver to said trustees of said new church all articles of personal property belonging to said old churches. A list of the articles of personal property so delivered shall be recorded by the secretary of said new church in the church record as aforesaid; which articles of personal property and real estate shall be held by said trustees of the new church and their successors in office, for the use and benefit of said new church.

15. Powers and liabilities vested in new corporation.—4713. So soon as the trustees of said old churches shall have made said conveyance of lands and delivery of personal property, as aforesaid, to said trustees of the new church, said old churches, from and after that time, shall cease to exist, and all rights, powers, privileges, and liabilities belonging thereto, shall, from and after that time, vest in and attach to the new church, so organized as aforesaid, with full power to the trustees thereof to sue and be sued, the same as the trustees of the old churches could before they ceased to exist.

16. By-laws.—4714. Such new church, when organized as aforesaid, shall have full power to establish all necessary by-laws and make all needful regulations to carry out the objects of its organization.

17. Officers.—4715.—Such new church may appoint or elect a treasurer and such other officers as it may see fit, to carry on its organization.

INCORPORATION OF SYNODS, ETC.

18. How effected.—4716. That any number of churches or religious societies of the same denomination may unite together as a presbytery, synod, conference, association, convention, camp-meeting, assembly, or the chief judicatory of any religious denomination in the State of Indiana, for the purpose of incorporation by the adoption of a corporate name and the selection of trustees, by complying with the provisions of this act.

19. Notice of purpose.—4717. The moderator, chairman, presiding officer, stated clerk or secretary of the body desiring to incorporate under the provisions of this act, shall give notice for three weeks successively by publication in some weekly newspaper of general circulation in the county where the meeting will be held, of the time and place of such meeting, and the last notice must be published at least ten days before the time of meeting for the purpose of incorporation, as aforesaid.

20. Notice, contents of.—4718. The notice shall give the name of the organization, and the time and place of meeting, and the object of the same, for the purpose of incorporation, and selecting trustees, and adopting a corporate name, and the notice shall be signed by the officer or persons calling for the organization or incorporation.

21. Notice, how given.—4719. When there is not already an organization existing within the purview of this act, any three members of any church or society contemplating such organization and incorporation may give the notice as required in sections 2 and 3 of this act.*

22. Name, adoption of. Trustees to be elected.—4720. At the time and place as specified in the notice, the religious body or society or organization shall declare and adopt a corporate name, by which it shall be permitted to sue and be sued, contract and be contracted with, and then proceed to elect a board of trustees, consisting of not less than three nor more than five members or persons, to be selected as the organization

* See Nos. 19 and 20, Sections 4717 and 4718, p. 96.

may determine. The trustees so selected shall hold their office for five years, and until their successors are elected, as specified in this act.

23. Vacancies, how filled. Term of service.—4721. Whenever a majority of the elected trustees have died, resigned or their place becomes vacant for any cause, then a new notice must be given, and an election held for a new board of trustees as in the first incorporation, provided in this act, that the public may know who the trustees are, and so long as a majority of the board of trustees remain they shall continue in office five years, and until their successors are elected.

24. Record, contents of.—4722. The religious society or body incorporating under this act shall make a record of their proceedings, setting out the notice given and the affidavit of the publisher of the paper in which the notice of the meeting was published, showing when and how the notice was given. The record shall set out the full names of the trustees, and the corporate name adopted, and the same shall be entered on the minutes in full, together with the certificate of filing by the secretary of state, as provided in the following section.

25. Certified copy of record. Filing. Fee.—4723. A verified copy of the proceedings, duly signed by the moderator, chairman or presiding officer, and attested by the stated clerk or secretary, shall be forwarded at once to the secretary of state, who shall file the same in his office when presented, and carefully preserve the same, and shall forthwith certify back to the organization, under his hand and seal of his office, the day and hour when the certified copy of the incorporation was filed in his office. This certificate shall also be spread of record on the minutes of the society or organization. The secretary of state shall prepare, and keep solely for the purpose, a record of the incorporation of religious bodies, where he shall record at length the certified copies sent to and filed with him, together with the date of filing, as provided in this section. The secretary of state shall be entitled to a fee of three dollars for recording, certifying and filing the papers aforesaid, to be paid when the papers are filed, and from the time of filing such copy with the secretary of state the incorporation of the religious society or organization shall be complete.

26. Certified copy. Evidence.—4724. A certified copy of the proceedings, signed by the moderator or presiding officer

of the incorporated body and attested by the stated clerk or secretary of the same, or a certified copy of the record from the secretary of state, shall be *prima facie* evidence of the incorporation of any religious organization named in this act in any of the courts of this State.

27. Powers.—4725. Every such organization provided for in this act, when incorporated as herein provided, shall be deemed and held to be a corporation, and shall have and possess the powers, rights, privileges and franchises given to corporations, and their trustees and successors in office shall constitute a body politic and corporate under the name adopted in their proceedings, and every such religious organization shall have power to acquire by purchase, donation, devise, gift, subscription or otherwise such real estate or personal property as is now possessed by other corporations under the laws of the State of Indiana, subject to the rights of the Legislature at all times to restrict the powers of the corporation or to amend the laws governing the same.

28. Record, where to be filed.—4726. In the county where any real estate is situated owned by such incorporated body, a certified copy of the record referred to, in sections 5 and 6 of this act,* from the minutes of the organization, signed by the moderator or presiding officer and attested by the stated clerk or secretary of the body, must be filed in the recorder's office of the county and recorded in the miscellaneous record of that office and properly indexed therein, and the recorder, on the margin of such record where the same is recorded, shall refer to the book and page of all deeds or transfers by or to the society or organization, and on the margin of each deed by or to the said society or religious organization, as aforesaid, where the same is recorded. The recorder shall refer to the miscellaneous record by book and page where the certified copy of the incorporation is recorded; and the recorder shall be entitled to one dollar for recording the certified copy of incorporation, and the sum of one dollar for each deed recorded, and twenty-five cents for indexing and marginal references as herein provided.

29. By-laws.—4727. Such religious organization, when duly incorporated under this act, may establish such rules and by-laws as may be necessary or proper for its government, and

* See Nos. 24 and 25, Sections 4722 and 4723, p. 97.

may determine how many members shall constitute a quorum, and provide for filling vacancies in the board of trustees, and the number of the same, and whenever the time arrives that a majority of the board of trustees elected have died or resigned, or their places become vacant for any cause, then an election shall be had, as provided in sections 5 and 6 of this act*, for an entire new board of trustees.

30. Property, sale of.—4728. Such religious organization, when duly incorporated as provided in this act, may, at any regular or called meeting, by a majority vote, direct the trustees as to the sale or transfer of any real or personal property, and in any deed or transfer by said trustees shall refer to the date, book and page where such was taken, and no deed or transfer shall be valid unless approved by the moderator or presiding officer of such regular or called meeting, indorsed on said deed, and shall be recorded therewith.

ART. III. EDUCATIONAL AND BENEVOLENT SOCIETIES.

[Statutes, 1873, p. 188.]

31. Trustees to be incorporated by election.—4742. The members of any church or religious society of any denomination whatever, may, after giving ten days' notice by posting up written or printed notices in three public places in the vicinity of the place where such church or society usually meet for worship, specifying the time and place of such election or appointment, at any regular or called meeting of such church or society, elect or appoint according to the usages or customs of such society, not less than three nor more than nine trustees, who shall be a body politic and corporate, by such name as such society may elect and designate, for any educational, benevolent, or charitable purpose.

32. Certificate of election must be recorded. Limit on real estate.—4743. The clerk of such society shall issue to such trustees a certificate setting forth that they have been elected or appointed for such purpose; which certificate shall, within twenty days from its date, be recorded among the miscellaneous records of the county in which such election or appointment is made, and from the date of such recording said trustees shall be deemed a body politic and corporate, by such name as may have been designated by such society, and, as

* See Nos. 22 and 23, Sections 4720 and 4721, pp. 96, 97.

such, may sue and be sued, contract and be contracted with; and shall have authority to receive conveyances of lands, not exceeding twenty acres, by purchase, devise, or gift, and hold the same to them and their successors in perpetuity, for the sole and exclusive uses and purposes of carrying out the objects of such corporate body.

33. Limit upon personal property.—4744. Such corporation shall have power and authority to acquire and possess, for the uses and purposes, and furtherance of the objects of the same, moneys and personal property, by bequest, donation, or otherwise, to any amount not exceeding one hundred thousand dollars, and may appropriate the same and the income or interest thereof, and all other funds in their hands, for the purposes designated by such society, not inconsistent with their trust, nor inconsistent with the conditions of any devise, bequest, or donation made to them.

34. Trustees, power to sell or loan.—4745. Such trustees are empowered to sell, loan, or otherwise dispose of their corporate property, but not in any manner inconsistent with the duties or objects of their trust.

35. Seal.—4746. Such trustees shall procure a corporate seal.

36. Officers and record.—4747. Such trustees shall, at their first meeting, elect one of their number president, another secretary, and another treasurer, and shall procure a well-bound book of not less than three hundred pages, in which shall be kept accurate minutes of their proceedings.

37. Trustees, terms of service. Vacancies.—4748.—Such church or religious society shall, at the time of election or appointment of such trustees, elect or appoint one of them to serve for one year, one of them for two years, and the other for three years from the date of their appointment. And said society shall, each year, elect or appoint a trustee to succeed the one whose term expires, and may also at any regular meeting of such society, elect or appoint a trustee to fill any vacancy that may occur in said board of trustees, by death, resignation or otherwise.

38. Trustees may hold over.—4749. Should there be, from any cause, a failure to elect or appoint a new trustee as

required, those in office shall continue to hold until successors are properly elected or appointed.

39. Treasurer, bond of.—4750. The treasurer of such board of trustees shall give bond with freehold surety to be approved by the president of the board payable to the State of Indiana in a sum not less than double the amount of moneys at any time in his hands, conditioned for the faithful and honest discharge of the duties of his trust; and in case of breach of bond, any member of the society electing or appointing such trustees may maintain an action upon said bond as relator, the money recovered thereon to be paid to such corporate body.

40. By-laws, trustees may make.—4751. Such board of trustees is empowered to make such by-laws and rules as are necessary to carry out the objects of the trust.

CHAP. XXXVII. CORPORATIONS—LODGES AND SOCIETIES.

ART. I. GENERALLY.

[Revised Statutes, 1852.]

41. May hold lands. Limit. Trustees to be elected.—5016. Any persons, congregation, society, church, or any lodge of Freemasons, or Odd Fellows (whether chapter, encampment or subordinate) and any temple or division of the Sons or Daughters of Temperance, and any other voluntary association for religious, educational, scientific or benevolent purposes, may take, by purchase, grant or devise, lots or tracts of land, not exceeding one hundred and sixty acres, upon which to erect buildings for religious worship, or for such other purposes as will best attain the objects of said several organizations; and for that purpose may elect not less than three nor more than five trustees, who shall possess the powers and perform the duties herein named.*

42. Society defined.—5017. The word "society" in this act shall be deemed to include churches, associations, congregations, lodges, divisions and all other orders enumerated in the preceding section.

43. Trustees, notice and place of election.—5018. Notice of election for trustees shall be given at least ten days previous thereto, by publication in a newspaper of the county,

* See No 31, Sec. 4742, p. 99.

if any, otherwise by posting such notice in three public places in the proper township, one of which shall be at the place of the proposed election. Such notice shall state the time, place and object of such election; and the same shall be held at the usual place of worship or meeting of such society, if any there be.

44. Clerk, poll-list, and certificate.—5019. Such society, at the first and every subsequent election, shall appoint a clerk thereof, who shall take, count and make a poll-list of the votes given for trustees; and, within ten days thereafter, shall deposit in the recorder's office of the county where the real estate granted is situate, a certificate setting forth the notice of such election, the time and place where the same was held, the name of the society and persons elected as trustees thereof; and the recorder of such county shall record the same among the records of deeds in his office.

45. Certificate, as evidence.—5020. As between such society, the trustees thereof, and all other persons claiming under them, and any person granting real estate thereto, and all persons claiming under him, such certificate shall be conclusive evidence of the matters and things therein recited; and as between such society, the trustees thereof, and all persons claiming under them, and all other persons, it shall be presumptive evidence of such matters.

46. Trustees, term of office and removal.—5021. Such trustees shall severally hold their offices until their successors are duly chosen according to the rules of such society; and any society, by a majority vote, at a meeting of one-third of the resident members thereof (notice being given as aforesaid) may remove such trustees, and elect others in their stead.

47. By-laws.—5022. Such society, or the trustees thereof, when authorized for that purpose, may establish all necessary by-laws to carry out the objects of its organization.

48. Trustees, may be selected by usage.—5023. Any society may select or appoint trustees according to its common usage or custom, if they desire it; but a certificate of such selection or appointment, and the record of the same, as in case of their election, shall not be dispensed with.

49. Trustees, a corporation.—5024. Such trustees shall be deemed a body politic and corporate, under such name and

style as the society may elect; and, by that name, shall have power to contract, sue, be contracted with, and sued, with like effect as other persons or corporations.

50. Name, how changed.—5025. Such society may, at any meeting, by giving ten days' notice of the time and purpose thereof, change their corporate name; but the name chosen by such society shall not be assumed until a record has first been made of the fact in the recorder's office of the proper county. Such change shall not affect the rights or liabilities of the society or of other persons or parties.

51. Lands, how acquired.—5026. The trustees chosen as herein provided, after record of their election or appointment is made in the recorder's office of the proper county, shall have power and authority, as such trustees, to receive conveyances of lands, whether the same be by purchase, gift, or otherwise, and to hold the same to their successors, as such trustees, in perpetuity, for the sole and exclusive benefit of such society and for the uses declared in such conveyance or grant.

52. Personalty, limit of.—5027. Such trustees and their successors in office may also acquire and possess, for the use of any such society, personal property not exceeding in value the sum of five thousand dollars; and may appropriate the same, and the income or interest thereof, and all other funds and incomes in their hands as such trustees, for the purposes designated by such society, not inconsistent with the trust.

53. Trustees may dispose of property.—5028. Such trustees, to more effectually carry out the objects of their trust, may sell, loan, or otherwise dispose of their corporate property; and any conveyance thereof by such trustees, or a majority of them, in behalf of such society, shall vest in the purchaser of the same, all right, title and interest thereto; but the provisions of this section shall not be construed to affect any gift, bequest, or devise to such society, or to trustees for its use, so as to defeat the intentions of the grantor, donor, or testator.

54. Dissolution and revival.—5029. When any society within the meaning of this act shall have been dissolved from any cause, a majority of the persons interested therein may revive the same, within five years after such dissolution, by electing a new board of trustees, and making record of such election in the recorder's office of the proper county, as herein-

before provided. And whenever, from any cause, any church or religious society, holding and possessing property within the meaning of this act, shall have been dissolved, the annual or quarterly conference, or other ecclesiastical body to which such church or religious society is directly subordinate, shall have power to appoint trustees, in accordance with the customs and usages of said church, to take the charge and control of the property of said church or society until it shall be revived as contemplated by this act.

55. Existing societies affected.—5030. The provisions of this act shall extend to every society, educational or religious, which, previous to its passage, had acquired land, not exceeding five acres, for the purpose of erecting a house of worship or other appropriate building, upon the condition that the consent of two-thirds of the persons interested in such land be first obtained, and the trustees be elected and certified, and such other proceedings had, as hereinbefore directed for the election of trustees.

56. Officers may be trustees.—5031. The officers of any society, by whatever name such officers may be designated, elected in the manner prescribed by this act, or according to the rules of any such church, society or order, may, whenever the laws or usages of the same require it, perform the duties of trustees, and, in their proper name and title, shall possess all the powers and be subject to the same liabilities as trustees; and the certificate of the election of such officers shall be recorded in the recorder's office of the proper county, as in the case of trustees.

57. When notice of election unnecessary.—Chap. X, Laws of 1895, add to Section 5018 (see No. 43, p. 101), at end:

Provided, That at any subsequent election of such trustees no such notice shall be necessary where such lodge or society shall in its rules, by-laws or constitution provide and fix the time and place for the election of its trustees.

PARTICULAR DENOMINATIONS, ETC.

58. Sections 4729 to 4741 of the Statutes relate to the incorporation of parishes of the Protestant Episcopal Church.

IOWA.*

STATUTES, CODE, 1888.

TITLE IX. OF CORPORATIONS.

[Laws of 1873.]

CHAP. I. OF CORPORATIONS FOR PECUNIARY PROFIT.†

1. Who may incorporate.—1058. Any number of persons may associate themselves and become incorporated for the transaction of any lawful business, including the establishment of ferries, the construction, ownership, operation and maintenance of canals, railways, bridges, or other works of internal improvement; and the purchase, ownership, operation and maintenance of any railroad sold or transferred under power of sale or foreclosure of any mortgage or deed of trust, but such incorporation confers no power or privilege not possessed by natural persons, except as hereinafter provided.

2. Powers.—1059. Among the powers of such body corporate are the following:

1. To have perpetual succession;
2. To sue and be sued by its corporate name;
3. To have a common seal, which it may alter at pleasure;
4. To render the interests of the stockholders transferable;
5. To exempt the private property of its members from liability for corporate debts, except as herein otherwise declared;
6. To make contracts, acquire and transfer property, possessing the same powers in such respects as private individuals now enjoy;
7. To establish by-laws, and make all rules and regulations deemed expedient for the management of their affairs in accordance with law.

* Article VIII of the Constitution, empowering the General Assembly to provide by general laws for the organization of all corporations, has been judicially declared to refer exclusively to corporations for pecuniary profit.

† See requirement of No. 12, Section 1091, p. 107.

3. Articles and Certificate.—1060. Previous to commencing any business, except that of their own organization, they must adopt articles of incorporation, which must be signed and acknowledged by the incorporators, and recorded in the office of the recorder of deeds of the county where the principal place of business is to be, in a book kept therefor; the recorder must record such articles as aforesaid, within five days after the same are filed in his office, and certify thereon the time the same was filed in his office, and the book and page where the record thereof will be found. The said articles and certificate of recorder shall be then recorded in the office of the secretary of State, in a book kept for that purpose.

4. Notice to be published.—1062. A notice must also be published, for four weeks in succession in some newspaper as convenient as practicable to the principal place of business.*

5. Notice, contents of.—1063. Such notice must contain:

1. The name of the corporation and its principal place of transacting business;
2. The general nature of the business to be transacted;
3. The amount of capital stock authorized, and the times and conditions on which it is to be paid in;
4. The time of the commencement and termination of the corporation;
5. By what officers or persons the affairs of the corporation are to be conducted, and the times at which they will be elected;
6. The highest amount of indebtedness to which the corporation is at any time to subject itself;
7. Whether private property is to be exempt from corporate debts.

6. When to commence business.—1064. The corporation may commence business as soon as the articles are filed in the office of the recorder of deeds, and their doings shall be valid if the publication in a newspaper is made, and articles recorded in the office of the secretary of State within three months from such filing in the recorder's office.

7. Articles, how amended.—1065. That any of the provisions of the articles of incorporation may be changed at any annual meeting of the stockholders or special meeting called for that purpose; but said changes shall not be valid unless

* See No. 13, Section 1092, p. 108.

recorded and published as the original articles are required to be; and said changes in the articles need only be signed and acknowledged by the officers of said corporation.

8. Dissolution prior to date in articles.—1066. No corporation can be dissolved prior to the period fixed in the articles of incorporation, except by unanimous consent, unless a different rule has been adopted in their articles.

9. Notice of dissolution.—1067. The same period of newspaper publication must precede any such premature dissolution of a corporation as is required at its creation.*

10. Dissolved corporations to continue for settlement.—1080. Corporations, whose charters expire by their own limitation, or the voluntary act of the stockholders, may, nevertheless, continue to act for the purpose of winding up their concerns.

11. Charters, etc., subject to alteration.—1090. The articles of incorporation, by-laws, rules and regulations of corporations hereafter organized under the provisions of this title, or whose organization may be adopted or amended hereunder, shall, at all times, be subject to legislative control, and may be, at any time, altered, abridged, or set aside by law, and every franchise obtained, used or enjoyed by such corporation, may be regulated, withheld, or be subject to conditions imposed upon the enjoyment thereof, whenever the General Assembly shall deem necessary for the public good.

CHAP. II. OF CORPORATIONS OTHER THAN THOSE FOR PECUNIARY PROFIT.

12. How incorporated. Duration.†—1091. Associations for the establishment of seminaries of learning, churches, lyceums, libraries, lodges of odd fellows, or masons, and other institutions of a benevolent or charitable character . . . may become incorporated in the manner directed in the preceding chapter,‡ so far as applicable, and shall thereby become vested with all the powers and privileges, and subject to all the liabilities provided by that chapter, except as herein modified. Corporations organized under this chapter shall endure for the

* See No. 13, Section 1092, p. 108.

† Sections 1066 and 1067 provide for the dissolution of corporations for profit. It is an open question whether these sections apply to corporations not for profit.

‡ See p. 105.

period of fifty years from and after their organization unless sooner dissolved by a vote of three-fourths of all the members thereof, or by operation of law, and all corporations heretofore organized hereunder shall be extended for a like period unless sooner dissolved in like manner. [As amended, Apr. 3, 1888.]

13. Articles to be recorded.—1092. Their articles of incorporation shall be recorded by the recorder of deeds of the county where the principal place of business is kept only; but a newspaper publication is not requisite.

CHAP. XL. LAWS OF 1874.

[Amendment to Chap. II, Title IX, Laws, 1873.]

14. Change of name. Amending articles.—1. Any corporation other than those for pecuniary profit may change the corporate name thereof, or amend the articles of incorporation or the original certificate thereto, by a vote of the majority of the members or stockholders of the said corporation in such manner as may be provided by the articles of incorporation thereof.

15. Changes, how effected.—2. In case of the body corporate consisting of the trustees, directors, or managers of any benevolent, charitable, literary, scientific, religious, or missionary institution under the patronage of any synod, conference, association, or other ecclesiastical body in the State, or two or more of them, said amendment or change may originate with either of the said trustees, directors, or managers, or with either of the said patronizing bodies, but such change or amendment shall not be made without the vote of a majority of each of said trustees, directors, or managers, and of each of the said patronizing bodies, legally expressed and certified thereto by the secretary, clerk, or recording officer of such board of trustees, directors, or managers and of each of the patronizing bodies.

16. Changes, record of.—3. The change or amendment of the articles of incorporation shall be recorded by the recorder of deeds as the original articles of incorporation are required to be, and the recorder shall make upon the margin of such record a reference to the book and page of the record of such original articles of incorporation; and from and after the date of such recording such change or amendment, shall be in full force and effect as the original articles of incorporation so amended.

17. Changes, do not affect powers or liabilities.—4. The corporation by its new name or with such amended articles of incorporation or certificate shall be entitled to all the rights, powers, immunities, and franchises that it possessed before such change or amendment and shall be liable upon all contracts, obligations, liabilities entered into, incurred, or binding on such corporation by or under the old name or articles of incorporation to the same extent and manner as though no such change or amendment had been made.

CHARITABLE, SCIENTIFIC AND RELIGIOUS ASSOCIATIONS.

18. How incorporated.—1095. Any three or more persons of full age, citizens of the United States, a majority of whom shall be citizens of this State, who desire to associate themselves for benevolent, charitable, scientific, religious or missionary purposes, may make, sign, and acknowledge before any officer authorized to take the acknowledgments of deeds in this State, and have recorded in the office of the recorder of the county in which the business of such society is to be conducted, a certificate in writing, in which shall be stated the name or title by which such society shall be known, the particular business and objects of such society, the number of trustees, directors or managers to conduct the same, and name of the trustees, directors or managers of such society for the first year of its existence.

19. Certificate to be filed. Powers.—1096. Upon filing for record the certificate as aforesaid, the persons who shall have signed and acknowledged such certificate, and their associates and successors, shall, by virtue hereof, be a body politic and corporate by the name stated in such certificate, and, by that, they and their successors shall and may have succession, and shall be persons capable of suing and being sued, and may have and use a common seal, which they may alter or change at pleasure; and they and their successors by their corporate names, shall be capable of taking, receiving, purchasing, and holding real and personal estate; and of making by-laws for the management of its affairs, not inconsistent with law.

20. Trustees to be elected. Quorum. Ecclesiastical body may elect.—1097. The society so incorporated may, annually, or oftener, elect from its members its trustees, directors or managers at such time and place, and in such manner as may

be specified in its by-laws, who shall have the control and management of the affairs and funds of the society, a majority of whom shall be a quorum for the transaction of business; and whenever any vacancy shall happen among such trustees, directors or managers, by death, resignation or neglect to serve, such vacancy shall be filled in such manner as shall be provided by the by-laws of such society. . . . When the body corporate consists of the trustees, directors or managers of any benevolent, charitable, literary, scientific, religious, or missionary institution, which is or may be established in this State, and which is or may be under the patronage, control, direction, or supervision of any synod, conference, association, or other ecclesiastical body in such State, established agreeably to the laws thereof, such ecclesiastical body may nominate and appoint such trustees, directors or managers, according to the usages of the appointing body, and may fill any vacancy which may occur among such trustees, directors, or managers; and when any such institution may be under the patronage, control, direction, or supervision of two or more such synods, conferences, associations, or other ecclesiastical bodies, such bodies may severally nominate and appoint such proportion of such trustees, directors or managers as shall be agreed upon by those bodies immediately concerned. And any vacancy occurring among such appointees last named, shall be filled by the synod, conference, association, or body having appointed the last incumbent.

21. Trustees, failure to elect does not dissolve.—1099. In case an election of trustees, directors, or managers shall not be made on the day designated by the by-laws, said society for that cause shall not be dissolved, but such election may take place on any other day directed by such by-laws.

22. Name of existing corporation must not be used.—1100. The provisions of this chapter shall not extend or apply to any association or individual who shall, in the certificate filed with the recorder, use or specify a name or style the same as that of any previously existing incorporated society in the county.

23. Property by bequest. Limit.—1101. Any corporation formed under this chapter shall be capable of taking, holding, or receiving property by virtue of any devise or bequest contained in any last will or testament of any person whatsoever; but no person leaving a wife, child or parent, shall

devise or bequeath to such institution or corporation more than one-fourth of his estate after the payment of his debts, and such devise or bequest shall be valid only to the extent of such one-fourth.

24. Existing corporations may reincorporate.—1102.

The trustees, directors, or stockholders of any existing benevolent, charitable, scientific, missionary, or religious corporation, may, by conforming to the requirements of section ten hundred and ninety-five of this chapter, reincorporate themselves, or continue the existing corporate powers, and all the property and effects of such existing corporation shall vest in and belong to the corporation so reincorporated or continued.

TITLE XIII. OF RIGHTS OF PROPERTY.

CHAP. III. PERPETUITIES AND LAND IN MORTMAIN.

25. Church organizations may lease granted property.—1921. Church organizations occupying property granted to them by the Territory or the State of Iowa, may lease the same for business purposes, and occupy other property with their church edifice; *Provided*, That all of the income derived from such leased property shall be devoted to maintaining the religious exercises and ordinances of the church to which the grant was originally made, and to no other purpose; and such church and its affairs shall remain in the control of a board of trustees, regularly chosen in accordance with its charter; but property so leased, shall, in all cases, be subject to taxation the same as property of individuals.

KANSAS.

CONSTITUTION. Article XII.

[In effect, Jan. 29, 1861.]

1. General laws to be adopted.—1. The Legislature shall pass no special act conferring corporate powers. Corporations may be created under general laws; but all such laws may be amended or repealed.

2. No individual liability.—2. Dues from corporations shall be secured by individual liability; . . . but such individual liabilities shall not apply to . . . corporations for religious or charitable purposes.

3. Title vests in trustees.—3. The title to all property of religious corporations shall vest in trustees, whose election shall be by the members of such corporations.

STATUTES, 1889.

CHAP. XXIII. CORPORATIONS.

[In effect, Oct. 31, 1868.]

ART. I. PRELIMINARY PROVISIONS.

4. Private corporations defined.—1154. Private corporations are of three kinds: First, Corporations for religion. Second, Corporations for charity or benevolence; and, Third, Corporations for profit.

ART. 2. CREATION OF CORPORATIONS.

5. How incorporated. Members must vote.—1155. Private corporations may be created by the voluntary association of five or more persons for the purposes and in the manner mentioned in the following sections of this article and amendments thereof. Every member or stockholder in said corporation shall vote in person or by proxy.

6. Purposes.—1156. The purposes for which private corporations may be formed are:

1. The support of public worship.
2. The support of any benevolent, charitable, educational or missionary undertaking. . . .

7. Charter, contents of.—1161. A charter must be prepared setting forth: *First.* The name of the corporation. *Second.* The purposes for which it is formed. *Third.* The place or places where its business is to be transacted. *Fourth.* The term for which it is to exist. *Fifth.* The number of its directors or trustees, and the names and residences of those who are appointed for the first year.

8. Name. Amendments to charter.—1162. The corporate name of every corporation hereafter organized (except banks and corporations not for pecuniary profit) shall commence with the word "the" and end with the word "corporation," "company," "association," or "society," and shall indicate by its corporate name the business to be carried on by said corporation; and any corporation organized or existing under the provisions of this act may, within the limits of this act, amend its charter in any of the parts thereof; but in any such case such charter shall be so amended only when authorized by a two-thirds vote of the stockholders of such corporation at a meeting held in conformity with the by-laws thereof; and as so amended, such charter shall be subscribed by the directors or trustees thereof, and acknowledged by not less than three thereof, who shall be citizens of this State, before an officer duly authorized to take acknowledgments of deeds, and thereupon filed and recorded in the same manner and with like effect as now provided in cases of original charters under provisions of this act.

9. Charter, to be subscribed and acknowledged.—1164. The charter of an intended corporation must be subscribed by five or more persons, three of whom, at least, must be citizens of this State, and must be acknowledged by them, before an officer duly authorized to take acknowledgments of deeds.

10. Charter, to be filed. Copy to be evidence.—1165. Such charter shall thereupon be filed in the office of the secretary of State, who shall record the same at length in a book to be kept for that purpose, and retain the original on file in his

office. A copy of the charter, or of the record thereof duly certified by the secretary of State, under the great seal of the State, shall be evidence of the creation of the corporation.

11. Date of corporate life.—1166. The existence of the corporation shall date from the time of filing the charter, and the certificate of the secretary of State shall be evidence of the time of such filing.

ART. 3. POWERS AND DUTIES OF CORPORATIONS.

12. Powers.—1167. Every corporation, as such, has power:

1. To have succession by its corporate name, for the period limited in its charter, and when no period is limited, for twenty years.

2. To maintain and defend judicial proceedings.

3. To make and use a common seal, and alter the same at pleasure.

4. To hold, purchase, mortgage or otherwise convey such real and personal estate as the purposes of the corporation shall require, and also to take, hold and convey such other property, real, personal or mixed, as shall be requisite for such corporation to acquire, in order to obtain or secure the payment of any indebtedness or liability due to or belonging to the corporation.

5. To appoint and remove such subordinate officers and agents as the business of the corporation shall require, and to allow them a suitable compensation.

6. To make by-laws, not inconsistent with existing laws, for the management of its property, the regulation of its affairs, and for the transfer of its stock.

7. To enter into any obligation or contract essential to the transaction of its ordinary affairs.

8. To increase or diminish by a vote of its stockholders, cast as its by-laws may direct, the number of its directors or trustees,* to be not less than three nor more than twenty-four, and may, in like manner, change its corporate name, without in any wise affecting its rights, privileges or liabilities. [As amended, 1872.]

13. Rights saved as against repeal.—1168. That all acts performed, and rights acquired and obligations incurred by corporations, under the authority of said section eleven of the act to which this is amendatory, are hereby saved to and

* See No. 14, Section 1169, and No. 19, Section 1177, pp. 115, 116.

against such corporation, notwithstanding the repeal of said section eleven. [In effect Mar. 21, 1872.]

14. Change of name or number of directors, when valid.—1169. Such change of name, or number of directors or trustees, shall take effect and be in force from the date at which the president or secretary of the corporation shall file with the secretary of State an affidavit, setting forth the name adopted, or the number of directors or trustees fixed, together with the date at which such change in name or number of directors or trustees was voted by the stockholders of such corporation.

15. Change of name to be published.—1170. When the name of a corporation shall have been changed, as provided in this article, notice of such change shall be immediately thereafter published by the president or other chief officer of the corporation, for six successive weeks, in some newspaper printed and published in the county in which the principal office of the corporation is located, and if there be no newspaper printed and published in such county, then in some newspaper having a general circulation therein.

16. Quorum. Vacancies. Annual elections.—1174. A majority of the directors or trustees shall constitute a quorum, and be competent to fill vacancies in the board and to transact all business of the corporation. An annual election shall be held for directors or trustees, at such time and place as the by-laws of the corporation may require.

17. Officers, oath of office.—1175. The directors or trustees shall choose one of their number president, and shall appoint a secretary and treasurer of the corporation. The directors or trustees, before entering upon their duties, shall each take an oath or affirmation faithfully to discharge the duties of his office.

18. By-laws, how adopted and changed.—1176. The directors or trustees may adopt by-laws for the government of the corporation;* but such by-laws may be altered, changed or amended by a vote of the stockholders, at an election to be ordered for that purpose by the directors or trustees, on the written application of a majority of the stockholders or members.

* See in connection with religious corporations, No. 33, Section 1410, p. 119.

19. Directors, increase in number.—1177. All corporations heretofore created and now in existence under any law in (of) this State, are hereby authorized to increase the number of directors or trustees of any such corporation.

20. Failure to elect does not dissolve.—1178. In case it should happen that an election for directors or trustees should not be held on the day appointed by the by-laws of any corporation formed under the provisions of this act, such corporation shall not, for that reason, be deemed to be dissolved, but it shall be lawful on any other day to hold a meeting and elect its directors or trustees in such manner as shall be prescribed by the by-laws thereof.

21. Religious corporations, powers of trustees.—1179. The secular affairs of a religious corporation shall be under the control of a board of trustees, to be elected by the members of such corporation, and the title to all property of any such corporation shall vest in such trustees.

22. Duration, how extended.—1182. The duration of any corporation may be continued, and its corporate existence extended, under and subject to the general laws of this State, for successive periods of twenty years, or for such length of time as may be stated in its certificate therefor, by the filing with the secretary of State, at any time, a certificate of its desire and intention to extend its time of existence as aforesaid, signed and duly acknowledged before some proper officer, by the president and secretary of such corporation, after being authorized by its board of directors or its trustees, and approved by two-thirds of its stockholders, in writing, or by a two-thirds vote of its stockholders present at a meeting duly and legally called and held for that purpose; and thereupon, and from the date of the filing of said certificate, the time of the existence of such corporation shall be continued and extended for a further period of twenty years, or for such period as may be set forth in said certificate, with all the powers, rights, and franchises, and subject to all the duties and obligations, of corporations of its class by the general laws of this State. *Provided*, That nothing herein contained shall be held or construed to extend or continue to any corporation organized or existing under any special charter or any general or special law of the territory of Kansas, any special franchise, privilege, immunity, or exemption not possessed by corporations organized under the general law; but by accepting or availing itself of the pro-

visions of this act, any such corporation shall be deemed and held to waive and surrender any and all such special franchises, privileges, immunities and exemptions.

23. Property, limitation upon use of.—1183. No corporation created under this act shall employ its stock, means, assets, or other property, directly or indirectly, for any other purpose whatever, than to accomplish the legitimate objects of its creation.

24. Debts of members may be recovered.—1188. All bodies corporate may sue for, recover and receive from their respective members, all arrears or other debts, dues and other demands which now are, or hereafter may be, owing to them, in like mode, manner, and form, as they might sue for, recover and receive the same from any person who might not be one of their body.

25. General office to be within the State.—1190. Every corporation created by or existing under the laws of this State shall have and keep a general office for the transaction of business, and shall keep such office within this State; and shall have at least three of its directors citizens and residents of this State. . . . At such general office shall be kept the records and books of the corporation. . . .

ART. 4. MISCELLANEOUS PROVISIONS.

26. Misnomer does not defeat gifts, etc.—1197. No misnomer of any corporation shall defeat or vitiate any gift, grant, conveyance, devise or bequest to the same; nor shall a change in the name of a corporation prejudice any person not having actual notice thereof.

27. Lands, how conveyed.—1198. Any corporation may convey lands by deeds, sealed with the common seal of the corporation, and signed by the president, vice-president, presiding member or trustee of said corporation; and such deed, when acknowledged by such officer to be the act of the corporation, or proved in the same manner provided for other conveyances of lands, may be recorded in like manner and with the same effect as other deeds. And that all deeds purporting to convey real estate, provided by this section, and heretofore signed and acknowledged by the vice-president of such corporation and sealed as herein stated, shall have the same force

and effect as if the same had been signed by the president thereof. (As amended by laws 1887, Chap. 118, § 1; took effect March 18, 1887.)

28. Records to be evidence.—1199. The records of any company, incorporated under the provisions of any statute in (of) this State, or copies thereof duly authenticated by the signature of the president and secretary of such company, under the corporate seal thereof, shall be competent evidence in any action or proceeding to which such corporation may be a party.

ART. 5. DISSOLUTION OF CORPORATIONS.*

29. How ordinarily effected.—1200. A corporation is dissolved—first, by the expiration of the time limited in its charter, second, by a judgment of dissolution rendered by a court of competent jurisdiction. . . .

30. Failure to operate dissolves.—1201. Every corporation created under this act, or any general law of this State, shall commence active operations within five years after filing its charter with the secretary of State, and in default thereof said corporation shall become and be dissolved.

31. Directors to be trustees.—1202. Upon the dissolution of any corporation already created by or under the laws of this State, unless a receiver is appointed by some court of competent authority, the president and directors, or managers of the affairs of the corporation, at the time of its dissolution, by whatever name they may be known in law, shall be trustees of the creditors and stockholders of such corporation, with full power to settle the affairs, collect the outstanding debts, and divide the moneys and other property among the stockholders, after paying the debts due and owing by such corporation at the time of its dissolution, as far as such money and property will enable them; and for this purpose they may maintain or defend any judicial proceeding.

32. Trustees, liability of.—1203. The trustees mentioned in the last section shall be severally responsible to the creditors and stockholders of such corporation, to the extent of its property and effects that shall have come into their hands.

* See No. 20, Section 1178, p. 116.

ART. 14. RELIGIOUS CORPORATIONS.

33. How incorporated. Trustees cannot interfere with spiritual officers.—1410. Any religious society, military or fire company, literary, charitable or benevolent association, other than colleges, universities, academies, or seminaries, . . . may by the consent of a majority of its members become bodies corporate under this act, by filing the charter required by this act, electing directors or trustees, and performing the things as are directed in the case of other corporations; and when so organized shall have all the powers* and privileges and be subject to all the restrictions in this act contained, for the objects named in the charter, and shall have the same power to make by-laws for the regulation of their affairs as other corporations, and shall have power to adopt a by-law to reduce the number of its directors or trustees to not less than three, and to incorporate with that number, and to prescribe their term of office and to do and perform all other acts in accordance with the objects of the said lodges respectively. Such directors or trustees shall not usurp or exercise the functions of the officers in charge of the spiritual affairs of any society.

34. Charter, contents of.†—1411. No religious, literary, scientific, industrial, benevolent, or other society, association, company, corporation or institution, that does not have a capital stock, will be required, in its charter, to make any statement of the amount of capital stock or amount of each share; but such charter, if it contains the other statements therein required, and also an estimate of the value of goods, chattels, lands, rights, and credits owned by the corporation, will be sufficient.

*See No. 12, Section 1167, p. 114.

†See No. 7, Section 1161, p. 113.

KENTUCKY.

CONSTITUTION.

[In effect, Sept. 28, 1891.]

1. **Cestui que trust. No special charters.**—59. The General Assembly shall not pass local or special acts concerning any of the following subjects, or for any of the following purposes, namely:

6. To affect the estate of cestui que trust.*—17. To grant a charter to any corporation, or to amend the charter of any existing corporation. . . .

2. **Constitution to be accepted.**—190. No corporation in existence at the time of the adoption of this Constitution shall have the benefit of future legislation without first filing in the office of the secretary of State an acceptance of the provisions of this Constitution.

3. **Limitation upon business and real estate.**—192. No corporation shall engage in business other than that expressly authorized by its charter, or the law under which it may have been or hereafter may be organized, nor shall it hold any real estate, except such as may be proper and necessary for carrying on its legitimate business, for a longer period than five years, under penalty of escheat.

4. **Office and agent obligatory.**—194. All corporations formed under the laws of this State, shall, at all times, have one or more known places of business in this State, and an authorized agent or agents there, upon whom process may be executed, and the General Assembly shall enact laws to carry into effect the provisions of this section.†

* This applies to the trust clause in some church deeds.

† See No. 13, Section 571, p. 122.

STATUTES, 1894.*

CHAP. XVII. CHARITABLE USES AND RELIGIOUS SOCIETIES.

5. Grants valid.—317. All grants, conveyances, devises, gifts, appointments and assignments heretofore made, or which shall be hereafter made, in due form of law, of any lands, tenements, rents, annuities, profits, hereditaments, goods, chattels, money, stock, or choses in action, for the relief or benefit of aged or impotent and poor people, . . . schools of learning, seminaries, colleges, . . . churches, hospitals, orphans, or for any other charitable or humane purpose, shall be valid, if the grant, conveyance, devise, gift, appointment, or assignment shall point out, with reasonable certainty, the purposes of the charity and the beneficiaries thereof, except as hereinafter restricted.

6. Charity not defeated for want of trustee.—318. No charity shall be defeated for the want of a trustee or other person in whom the title may vest; but courts of equity may uphold the same by appointing trustees, if there be none, or by taking control of the fund or property, and directing its management and settling who is the beneficiary thereof.

7. Limit upon real estate.—319. No church or society of Christians shall be capable of taking or holding the title, legal or equitable, to exceeding fifty acres of ground; but may acquire and hold that quantity for the purpose of erecting thereon houses of public worship, public instruction, parsonage or grave-yard.

8. Trustees to be appointed by beneficiary.—320. The society may, before or after the creation of the charity, appoint not exceeding three trustees, who, and their successors, shall be vested with the title, legal or equitable, to such property, for the use of such society; shall enter such appointment upon its record book, a majority concurring therein, and may fill vacancies in like manner.

9. Trustees, powers.—321. The trustees, or a majority of them, may, in their own names, for the use of the society, institute and prosecute suits to recover any property, real or personal, to which the society has right; and may defend any suit that shall be instituted against the trustees or society, for or touching its temporalities.

*The General Laws of Virginia in force 1792, remain in force in Kentucky until repealed.

10. Schism or division, rights of parties.—322. In case a schism or division shall take place in a society, the trustees shall permit each party to use the church and appurtenances for divine worship a part of the time, proportioned to the members of each party. The excommunication of one party by the other shall not impair such right, except it be done, *bona fide*, on the grounds of immorality.

11. Dissolution, title, in whom vested.—323. If any society holding lands shall dissolve, the title to such land and appurtenances shall vest in the trustees of the county seminary in which the land may lie, for the use of such seminary; and if there be no such seminary, then in the county court, for the benefit of common schools in the county. The provisions of this chapter shall not apply to the society called Shakers, who shall have the same right to acquire and hold real estate as they have had prior to the passage of this law.

12. Sale of property for reinvestment.—324. It shall be competent for the circuit court of the county in which the real estate held in the manner mentioned in this chapter is situate, to adjudge a sale of the same for the purpose of reinvestment in similar property in the same county, and for the same uses, trust and purposes; but such judgment shall only be rendered upon petition in equity made by the proper parties, setting forth the reasons why such sale would be proper and equitable, which may be controverted; and when it shall also appear that such sale will not violate any reserved rights or qualifications or limitations expressed in the dedication or grant.

CHAP. XXXII. CORPORATIONS—PRIVATE.*

[Act April 5, 1893.]

ART. I. GENERAL PROVISIONS.

13. Office and agent obligatory. Penalty.†—571. All corporations, except foreign insurance companies, formed under the laws of this or any other State, and carrying on any business in this State, shall at all times have one or more known places of business in this State, and an authorized agent or agents thereat, upon whom process can be served; and it shall not be lawful for any corporation to carry on any business in this State, until it shall have filed in the office of the secretary of

* See No. 18, Sec. 883, p. 124.

† See No. 18, Sec. 883, p. 124.

State a statement, signed by its president or secretary, giving the location of its office or offices in this State, and the name or names of its agent or agents thereat, upon whom process can be served; and when any change is made in the location of its office or offices, or in its agent or agents, it shall at once file with the secretary of State a statement of such change; and the former agent shall remain agent for the purpose of service until statement of appointment of the new agent is filed; and if any corporation fails to comply with the requirements of this section, such corporation, and any agent or employé of such corporation, who shall transact, carry on, or conduct any business in this State for it, shall be severally guilty of a misdemeanor, and fined not less than one hundred nor more than one thousand dollars for each offense.

ART. VIII. RELIGIOUS, CHARITABLE AND EDUCATIONAL
INSTITUTIONS.

14. How incorporated. Contents of articles.—879. Any number of persons may associate to form a corporation, society or association, having no capital stock, for religious, charitable, educational, or any other lawful purpose, from which no private pecuniary profit is to be derived. Such persons shall sign articles of incorporation, and the same shall be filed in the office of the secretary of State, and recorded in the county clerk's office of the county where the principal place of business of the corporation is located. The articles shall set forth the name of the proposed corporation, society or association, which shall not be the name of any existing corporation, and the object for which it is formed, and such other facts as the signers of the articles deem proper to mention.

15. Certificate validates incorporation. Powers. Trusts protected.—880. When the articles are filed, and recorded as provided, and certificate of that fact is issued by the secretary of State, the signers of the articles, their associates and successors, shall be a body corporate and politic, and by the name selected shall have the right to sue and be sued, contract and be contracted with, have and use a common seal, and alter the same at pleasure; and to receive and hold such property, real and personal, whether obtained by purchase, gift or devise, as may be necessary to carry on or promote the objects of the corporation, society or association, and may sell and dispose of such property at pleasure, unless the property has been received

as a gift or devise for some special purpose, and if so received, it shall be used and applied only for such purpose.

16. By-laws. Limitation upon powers.—881. Corporations, associations or societies organized under this act may adopt such rules for their government and operation, not inconsistent with law, as the directors, trustees or managers deem proper, but shall not be operated, managed or used for private gain, or engage in any plan or scheme of banking or insurance.

17. Amendments, how effected.—882. Existing corporations, associations or societies heretofore incorporated or chartered, and not operated, managed or used for private profit, and such as may become organized under this act, may, by the consent of two-thirds of the directors, managers or trustees, amend any part of the charter or articles of incorporation by filing and recording the amendment in the manner herein provided for filing and recording original articles.

18. Provisions of general law not applicable, except as to agent.—883. Corporations, associations or societies organized under this act shall not be subject to any of the laws relating to corporations having a capital stock, or organized for pecuniary profit, except that requiring an agent on whom process may be executed, but shall at all times be subject to visitation by the Legislature.*

* See No. 13, Section 571, p. 122.

LOUISIANA.

CONSTITUTION.

[In effect Dec., 1879.]

1. Powers of General Assembly.—234. The General Assembly shall not remit the forfeiture of the charter of any corporation now existing, nor renew, alter or amend the same, nor pass any general or special law for the benefit of such corporation, except upon the condition that such corporation shall thereafter hold its charter subject to the provisions of this Constitution.

2. Limitation on business and real estate.—237. No corporation shall engage in any business other than that expressly authorized by its charter or incidental thereto, nor shall it take or hold any real estate for a longer period than ten years, except such as may be necessary and proper for its legitimate business or purposes.

3. General laws to be enacted.—247. General laws shall be enacted providing for the creation of private corporations, and shall therein provide fully for the adequate protection of the public and of the individual stockholder.

REVISED CIVIL CODE, 1888.

TITLE X. OF CORPORATIONS.

CHAP. I. OF THE NATURE OF CORPORATIONS, OF THEIR USE AND KINDS.

4. Two classes.—430. Corporations are also divided into civil and religious, and this distinction results, as well from the quality of the persons who generally compose these kinds of corporations, as from the difference of the object of their establishment.

5. Religious corporations defined.—431. Religious corporations are those whose establishment relates only to religion; such are the congregations of the different religious persuasions.

CHAP. II. OF THE RIGHTS AND PRIVILEGES OF CORPORATIONS,
AND OF THEIR INCAPACITIES.

6. Authorization and name.—432. Corporations must not only be authorized by the Legislature, or established according to law, but a name must be given to them: and it is in that name they must sue or be sued, and do all their legal acts, although a slight alteration in this name be not important.

7. Powers.—433. This section deals with the powers of corporations. See therefore Nos. 18 and 19, Sections 680 and 681, p. 127.

8. Succession.—434. The right of succession also is inherent to the nature of corporations; so that as long as they exist they transmit to their successors, their rights and their property.

The right of electing in the manner prescribed by law, new members in the stead of those who have ceased to be members of the corporation, is the right impliedly attached to the constitution of every regularly established corporation.

9. Estate and power vested only in corporation.—436. The estate and rights of a corporation belong so completely to the body, that none of the individuals who compose it, can dispose of any part of them.

In this respect the thing belonging to a body, is very different from a thing which is common to several individuals, as respects the share which every one has in the partnership which exists between them.

10. Right to elect officers.—438. From the circumstance that a corporation is an intellectual being, it follows that they cannot personally transact all that they have a right legally to do, as has been above observed; wherefore it becomes necessary for every corporation to appoint some of their members to whom they may intrust the direction and care of their affairs, under the name of mayor, president, syndics, directors or others, according to the statutes and qualities of such corporation.

11. Officers, duties and powers.—439. The attorneys in fact or officers thus appointed by corporations for the direction and care of their affairs, have their respective duties pointed out by their nomination, and exercise them according to the general regulations and particular statutes of the corporation of which they are the heads.

These attorneys or officers, by contracting, bind the corporations to which they belong in such things as do not exceed the limits of the administration which is intrusted to them; their act is supposed to be the act of the corporation.

If the powers of such attorneys or officers have not been expressly determined, they are regulated in the same manner as those of other agents.

12. Majority rules.—444. In corporations the act of the majority is considered as the act of the whole.

13. Unauthorized corporations must act in name of individuals.—446. Corporations unauthorized by law or by an act of the Legislature, enjoy no public character, and cannot appear in a court of justice, but in the individual name of all the members who compose it, and not as a political body; although these corporations may acquire and possess estates, and have common interests as well as other private societies.

CHAP. III. OF THE DISSOLUTION OF CORPORATIONS.

14. How dissolved.—447. A corporation legally established may be dissolved:

1. By an act of the Legislature, if they deem it necessary or convenient to the public interest; *Provided*, That when the act of incorporation imports a contract, on the faith of which individuals have advanced money or engaged their property, it can not be repealed without providing for the reimbursement of the advances made, or making full indemnity to such individuals;

2. By the forfeiture of their charter, when the corporation abuses its privileges, or refuses to accomplish the conditions on which such privileges were granted, in which case the corporation becomes extinct by the effect of the violation of the conditions of the act of incorporation.

REVISED LAWS, 1884.

[With amendments to 1895.]

CORPORATIONS FOR LITERARY, SCIENTIFIC, RELIGIOUS AND
CHARITABLE PURPOSES.

15. How incorporated. Contents of act. Approval and record.—677. Whenever any number of persons, exceeding six, may be desirous of forming themselves into a corporation or body politic, for any religious, scientific, literary or charitable purpose, and to acquire and enjoy the rights, privileges and powers of a body corporate and politic in law, it shall be lawful for such persons to prepare and sign an instrument, either in authentic form or under private signature, wherein they shall declare and specify the purposes and objects of such corporation; the name, style and title thereof; the place chosen for its domicile; the manner in which such managers and officers are to be chosen; the officer on whom citations may be served, and the length of time during which the corporation shall exist and continue. The act of incorporation shall be handed to the district attorney of the district in which its domicile is fixed, for examination as to its legality, and should he be of opinion that the purposes and objects of the corporation, as specified in said act, are legal, and that none of the provisions therein contained are contrary to law, he shall endorse his opinion to that effect thereon. The act, together with the opinion of the district attorney, shall then be recorded in the office of the parish recorder, or other officer performing the duties of parish recorder, which act, when so recorded, shall constitute the subscribers to the same, their associates and successors, a body politic and corporate, for the purposes and objects declared and contained in the act, and they shall have continuance and succession by the name, style and title as set forth in the act, a copy of which, duly certified by the officer in whose office the same is recorded, shall be full and complete evidence of the contents of the original act.

16. Procedure in case district attorney refuses.—678. In case the district attorney shall neglect or refuse to give the certificate required by the above section, the applicant may take a rule on him in the district court of the parish in which it is intended for such corporation to have its domicile, to show cause within ten days from the service thereof why the

applicant should not be created a corporation according to the terms and conditions set forth in the act of incorporation.

Should the district judge be of opinion that the purpose and objects of the corporation, as specified in the act, are legal, he shall give judgment accordingly, a copy of which judgment shall be recorded with the act in the office of the recorder of mortgages, or other officer exercising his duties, in lieu of the certificate of the district attorney.

17. Amendments, how made.—679. When any corporation may be desirous of improving, amending or altering the articles and conditions upon which the corporation may be incorporated, it shall be lawful for such corporation in like manner to draw up an act specifying and containing the alterations, improvements or amendments which they desire to make to the original act of incorporation, which act shall be handed to the district attorney for his opinion as to the legality of the alterations, amendments or improvements proposed, and he shall give his opinion touching the legality of the same; and in case of the refusal or neglect of the district attorney to give the certificate required, the parties may take rule on him to show cause, as provided in the preceding section, which certificate of the district attorney or opinion of the judge shall be recorded in the manner and form required above.

18. Powers.—680. Such corporation shall have full power and authority to make, have and use a common seal, with such device and inscription as they respectively deem proper, and the same to break, alter and amend at their pleasure, and by the name, style and title by them respectively provided and declared, as aforesaid, shall be capable in law to sue and be sued, and shall be authorized and empowered to make rules, by-laws, and ordinances, and to do everything needful for their good government and support not repugnant to the constitution and laws of the United States, to the constitution and laws of this State, or to the instrument upon which the corporations respectively are formed and established.

19. Additional powers.—681. Said corporations shall be capable in law, according to the terms and conditions upon which such corporations are formed and established, to take, receive and hold all manner of land, tenement, rents and hereditaments, and any sum of money, and any manner and portion of goods and chattels, given and bequeathed unto them or

acquired by them in any manner respectively; to be employed and disposed of according to the objects, articles and conditions of the instrument upon which the corporations respectively are formed and established, or according to their articles and by-laws, or of the will and intention of the donors.

20. Limit of value upon property. Bequests in articulo mortis.—682. No corporation, organized by authority of this act shall hold property of a value exceeding three hundred thousand dollars; *Provided*, That this restriction shall not apply to corporations organized for the purpose of receiving donations of property for scientific, literary or educational purposes. No church corporation, or minister of the gospel, for himself or the benefit of a church corporation, shall be allowed to accept a bequest made *in articulo mortis*.

ALTERATIONS OF CHARTERS AND BY-LAWS.

[Act of July 11, 1888.]

21. Alterations lawful.—1. It shall be lawful for any church, congregation, or religious or charitable corporation, incorporated by special act, of the General Assembly of the State of Louisiana, or territory of Orleans, to change, alter or amend its name, to change the number of officers, directors, trustees, vestrymen, wardens and employés designated in its charter, to change the time and manner of choosing such officers, directors, trustees, vestrymen, wardens and employés to determine the number or proportion of such directors, trustees or vestrymen necessary to constitute a quorum for the transaction of business, and to give them authority to make and alter by-laws and regulations for the government of the corporation; to change, fix, determine and declare the powers, duties and privileges of the president, rector, pastor, or other person at the head of such corporation, and in general to make any change or alteration in its charter not in conflict with the constitution and laws of the State of Louisiana; *Provided*, Such changes or alterations may be made in the manner and under the terms and conditions set forth in this act.

22. Alterations, how effected.—2. That whenever one-fourth or more of the members of any such congregation or corporation shall desire to change the name thereof, or to make any change or alteration as mentioned above, or to change, alter or amend the charter of said corporation, they shall prepare a written or printed statement, embodying the changes

and alterations, which they desire to make, and shall cause a copy of such statement to be posted in the meeting-house or meeting room of said church, congregation or corporation, together with a notice calling upon the members thereof to assemble in said house, or room, at a time to be fixed in said notice, for the purpose of considering and acting upon said proposed changes, amendments and alterations; that this statement and notice shall be posted at least thirty days prior to the date fixed in said notice, and shall remain posted until the time named therein, and attention shall be called thereto by the officer presiding at one or more meetings during the period that said notice remains posted; that at the time fixed in said notice the members of such church, congregation or corporation shall assemble in said room, or house, to act upon said proposed changes and amendments; that such members shall be entitled to act at said meeting in person or by proxy, and the vote shall be taken on each proposed change or amendment separately; that any proposed change or amendment which shall fail to receive the affirmative votes of two-thirds of the members present and represented, shall be considered as rejected; that all such proposed changes and amendments as may receive the affirmative votes of two-thirds or more of the members present and represented shall be submitted to the district attorney of the parish, in which the said church, congregation or corporation is domiciled, for examination as to their legality; that should said district attorney be of opinion that the changes and alterations, as proposed, are legal, and that none of the provisions therein contained are contrary to law, he shall endorse his opinion to that effect thereon, two of the officers of said congregation or corporation shall, by act before a notary public, under oath, make a full statement and declaration, showing all the acts and doings of such church, congregation, or corporation in the premises, containing a copy of the endorsement of the district attorney and concluding with a copy of the charter of such corporation as amended; that said act shall be recorded in the office of the parish recorder, or other officer performing the duty of parish recorder, and that when such record has been made, the amended charter, as contained in said act, shall constitute, and shall be taken and deemed as the charter of said corporation.

23. Procedure when district attorney refuses.—3.

In case the district attorney shall neglect or refuse to give the

certificate required by the foregoing section the representatives of said corporation may take a rule on him in the district court of the parish in which such corporation has its domicile, to show cause within ten days from the service thereof why the charter of such corporation should not be amended as proposed. Should the district judge be of opinion that the proposed amendments are legal, he shall give judgment accordingly, and in lieu of the certificate of the district attorney a copy of said judgment shall be set forth in the act to be passed and recorded as provided in the foregoing section.

MAINE.

CONSTITUTION—IV. Part 3.

[In effect Dec. 6, 1819.]

1. General laws to be enacted. Exceptions.—14. Corporations shall be formed under general laws, and shall not be created by special acts of the Legislature, except for municipal purposes, and in cases where the objects of the corporation cannot otherwise be attained; and, however formed, they shall forever be subject to the general laws of the State.

REVISED STATUTES, 1884.

[With Additions to 1895.]

TITLE I. CHAP. I. RULES OF CONSTRUCTION.

2. Acts of incorporation are public acts. Time-limit for organization.—26. Acts of incorporation shall be regarded in legal proceedings as public acts, and be in force on the date of their approval. All acts of incorporation granted since February fifteen, eighteen hundred and seventy-one, become null and void in four years from the day when the same take effect, unless such corporations shall have organized and commenced actual business under their charters.

TITLE II. CHAP. XII. PARISHES AND RELIGIOUS SOCIETIES.

3. Mode of calling a meeting to incorporate.—1. Any persons of lawful age, desirous of becoming an incorporated parish or religious society, may apply to a justice of the peace, who shall issue his warrant to one of them, directing him to notify the other applicants to meet at some proper place expressed in such warrant; and he shall give notice of such meeting seven days at least before holding the same, by posting a notification thereof on the outer door of the meeting-house or place of public worship of such society, if any, otherwise at such place as the justice appoints.

4. Election of officers incorporates. Name.—2. Such persons so assembled may choose a clerk and other needful parish officers, and shall thereupon be a corporation, bear the name which they assume, and have all the powers of parishes and religious societies.

5. Powers. Limitation upon property. By-laws.—3. Every parish may take by gift or purchase any real or personal estate, until the clear annual income thereof amounts to three thousand dollars; convey the same, and establish by-laws not repugnant to law.

6. Meetings, how called. Officers. Assessors.—4. The annual or other meetings of such parish may be called by its assessors, or clerk, to be held at the time when, and place in the town where, they are usually held; they shall be notified as prescribed in section one, or in the manner agreed on by its vote; and at such meeting, they may choose a clerk, who shall be sworn, two or more assessors, a collector, treasurer, standing committee, and all other needful officers. The assessors shall manage the prudential concerns of the parish, when no other persons are appointed for that purpose, and shall be sworn.

7. Powers of moderator of meeting.—5. The moderator of any meeting shall preserve order, manage the business, and administer the oath to the clerk and assessors.

8. When meetings may be called.—6. When five members of any parish in writing request the assessors to call a meeting, or to insert any particular article in the warrant therefor, they shall do so.

9. Procedure in case assessors refuse.—7. If they unreasonably refuse, any justice of the peace on like application may issue his warrant to one of the applicants, who shall notify such meeting as prescribed in section one, or as agreed on by parish vote.

10. When no meeting for three years.—8. When there has been no meeting of such parish or society for three years, a meeting may be called as provided in section thirty-four.

11. For what purposes may raise money. Assessments collectible.—9. Every parish, at a legal meeting, may raise money for the support of the public ministry of religion, for building, repairing, or removing houses of public worship,

and for other necessary parish charges; and it may be assessed and collected like State taxes.

12. Assessments may be levied on pews.—10. When a house of public worship belongs to a parish, or it and the fee of the land, on which it stands, is vested in trustees for the use of a parish, such parish may assess any money raised as aforesaid, wholly or partly, on the pews or seats, whether owned by members of such parish or religious society or not; and the owners may be present and vote in raising such money.

13. Payment enforced by sale of pews.—11. When taxes on pews and seats remain unpaid for six months after their assessment, the treasurer shall sell them at auction, first posting notice thereof at the principal outer door of such house of worship, three weeks before the time of sale, stating the numbers, if any, of the pews or seats and the amount of tax on each; and shall execute and deliver a deed thereof to the purchaser, and pay to the owner the overplus, after deducting the amount of tax and incidental charges.

14. Effect when pew owner gives notice of intention not to occupy pew.—12. Whenever a parish or church raises its current expenses by assessment on its pews, any pew owner therein who shall not occupy his pew, either by himself or family, or rent the same, may give a written notice to the clerk of the parish or church, or to the parish committee or assessors, of his intention not to occupy said pew for one year following the next annual meeting of said parish or church, in which case said pew owner shall not be liable for any tax assessed on said pew during said year, neither shall he act and vote at said annual meeting, unless he retain a pew for the occupancy of himself and family, and the parish or church may let said pew during said year, and appropriate the rent to the current expenses of the parish or church, and said parish or church shall not sell said pew for taxes assessed during that year.

15. Insurance may be secured. Application of.—13. A parish in the actual occupancy of a church, meeting-house, or other building used for religious purposes may insure it against loss by fire. And in case of such loss, the company insuring shall not deny the occupancy of the parish, its legal existence, or its right to maintain an action on the policy.

The money so recovered shall be held by the parish in trust for repairing or restoring the building, and shall be so applied.

16. Admission to parish.—14. A person of either sex, of lawful age, may become a member of a parish or religious society by vote thereof at a legal meeting.

17. Persons to be deemed members.—15. Any such person residing in a local parish holding funds derived from this State or Massachusetts, shall be deemed a member of it until he dissolves the connection; such person having resided in such parish one year, after he has arrived at majority, without either giving written notice to its clerk of his consent to be a member thereof, or paying a tax or subscription according to the mode that said parish has adopted to raise money, shall be deemed to have thereby dissolved his connection therewith; and said connection shall remain dissolved, and such person shall not be taxable until he renews the connection by giving written notice to its clerk of his consent to be a member of said parish; any person residing in a local parish may become a member of such parish not deriving funds from the State, by giving written notice to its clerk of his intention to do so within one year after he is of age or removes thereto.

18. No person compelled to belong to a parish. Withdrawal.—16. No such person shall be a member of a parish or religious society without his consent; and any person may dissolve his connection therewith by leaving with its clerk a certificate of his intention to do so; and all his liability for future expenses shall thereby cease; but he may be taxed for money previously raised, except in case of removal from a local parish.

19. Voters at parish meetings.—17. No such person shall vote in meetings of any territorial parish who is not the owner or occupant of a pew in its house of worship, or a contributor to its support.

20. Deacons of churches are corporations.—19. The church wardens of Episcopal churches, the stewards or trustees of the Methodist Episcopal church, and the deacons of all other Protestant churches, are so far corporations as to take, in succession, all grants and gifts of real and personal estate, made to their churches, or to them and their successors; and if the ministers, elders or vestry are joined with them in such

grants or gifts, the two classes of officers shall be corporations for that purpose. Such corporations may organize as corporations, and make such contracts in relation to such estate, its improvement or disposal, as they may be authorized under the rules of their church, or instructed by the church or society for which they hold such estate in trust to make, which contracts may be enforced by or against them, as in other cases; *Provided*, however, that no disposal of such estate shall be made, inconsistent with the terms of the grant by which it is held.

21. Ministers and officers, powers of. Limitation.

—20. The ministers of a parish or religious society, and the deacons, elders, trustees, stewards and other presiding officers of a religious society or church, having by its usages, no settled minister, may take, in succession, any estate granted to the minister and his successors, or for the use of the ministry, or poor of the church; and may prosecute and defend all suits respecting it; but they shall not so take while the clear annual income of prior grants is three thousand dollars.

22. Power to convey certain church estate limited.

—21. No conveyance of such estate by a minister shall be valid longer than he is in the ministry; or by such deacons or other officers, longer than they are in office, if made by them without consent of the church, or by church wardens without the consent of the vestry.

23. Records open to inspection.—22.

The records of a parish shall be open to the inspection of its members and to clerks of other parishes; and each clerk shall furnish attested copies thereof, on request, for a reasonable compensation.

24. Treasurer may be appointed collector, and allow discount.—23.

When a parish or religious society lawfully raises money by taxation, it may appoint its treasurer a collector of taxes, who shall have the same powers of a town treasurer who is collector; and it may allow a similar discount on taxes paid within the time fixed by it at a legal meeting, and the treasurer shall give like public notice thereof; and all other taxes shall be collected by him as town taxes are. When such treasurer and collector is qualified, the assessors shall deposit with him a list of the taxes with their warrant for their collection.

MEETING-HOUSES.

25. How parish may become owner of pews.—25. When it is deemed expedient by any organized parish to become the owner of the pews in any meeting-house used by it as a place of regular worship, a meeting of the owners and occupants thereof may be called as provided in section six, and a majority of such pew owners and occupants may vote to convey the pews by them owned or occupied, to such parish.

26. Appraisal of pews in case of dissent.—26. Any owner or occupant of a pew in such meeting-house who expresses his dissent from such vote in writing to the parish clerk within one month from such meeting shall have his pew appraised as provided in section twenty-nine, and the appraised value shall be tendered to him, and he shall then deliver a deed of such pew to the parish. If such dissent is not expressed, said pew is forever forfeited to the parish.

27. Persons may incorporate to hold a meeting-house.—27. Any persons for the purpose of erecting a meeting-house, or the majority in interest of the owners of a meeting-house, not a parish, may incorporate themselves as parishes may; and choose all officers and do all other acts that a parish may lawfully do.

28. Owners may repair or dispose of meeting-houses.—28. A majority of the pew owners or proprietors of a meeting-house, present at a legal meeting called for that purpose, may repair, remodel, or sell and convey their house or the land used with it, or remove or rebuild it. Any meeting relating thereto may be called as provided in section thirty-one; or by publishing the warrant in a newspaper printed in the county, at least fourteen days before the meeting.

29. Appraisal and disposal of pews. Proceeds of sale. Taxes and agents.—29. Before such alteration or sale is made, an appraisal of the relative value of the pews shall be made by three discreet persons, under oath, to be elected by ballot at a legal meeting of said owners or proprietors. If a sale of said house and land is made, it may be private or public, as such meeting determines, and the proceeds shall be applied to pay the expenses of said sale and the debts and just claims against the property; and the balance shall be paid to

the pew owners or proprietors, in proportion to their interest by the appraisal.

If the meeting house is altered or rebuilt, the appraisers, after the work is completed, shall assign pews to the former pew holders, to conform as nearly as practicable to those formerly held by them; and the other pews may be sold to defray the expenses of the repairs and alterations, or to be otherwise disposed of as the proprietors or pew owners determine. They may choose officers, raise and assess taxes on the pews, collect them for making such repairs and alterations, do all things that a parish may do, and appoint some suitable agent or agents to make such sale and conveyance, or repairs and alterations, and a treasurer or trustees to receive and distribute the proceeds of sale in manner aforesaid.

30. Proprietors dissenting entitled to their interest.

—30. When it is decided to repair, remodel, or rebuild a meeting-house, any owner or proprietor dissenting from the action of the majority and declining to take an interest in the house as altered, may demand and receive of such majority the appraised value of his interest, after deducting his proportion of debts against the property, to be recovered in an action for money had and received; which shall not be commenced until thirty days after such demand, nor after the lapse of a year after such notice is posted for three successive weeks on the meeting-house door and some other conspicuous place in its precinct, stating the persons to whom the money is to be paid, the amount payable to each, and the time limited for payment. If said sums are not demanded within said time, they are forfeited to the majority for parish uses. But this section does not apply to any case where the repairs decided upon are only such as are necessary to keep such meeting-house in a tenantable condition.

31. Owners of meeting-houses and pews may incorporate.—31.

The owners of a meeting-house or building for public worship, and the pew owners, may be incorporated, when any three or more of them apply therefor to a justice of the peace, who shall issue his warrant to one of them, stating the time, place and purpose of the meeting, and directing him to notify said owners by posting a certified copy of it fourteen days on the principal outer door of such building and in one or more other public places in the same town.

32. Election of officers incorporates. Name.—32. When so assembled, they may choose a moderator and clerk, who shall perform the usual duties of such officers; and thereupon said owners shall be a corporation, and be known by such name as they adopt, and they may agree on the mode of calling future meetings.

33. Rights and powers.—33. Such corporation, by a major vote of its members, may use and control its meeting-house or building for public worship partly or wholly owned by them, as they please; but nothing in this and the two preceding sections shall affect the rights of owners of houses of worship, built by different religious denominations.

34. Meetings of owners, how called.—34. When there has been no meeting of the incorporated pew owners, or proprietors or owners of a meeting-house, or building for public worship, for three years, a meeting may be called on application of three or more members thereof to a justice of the peace, who shall issue his warrant to one of them, stating the time, place and purposes of the meeting, directing him to notify such meeting by posting a certified copy of said warrant, three weeks before the time of meeting, on the principal outer door of such building, and in one or more public places in the same town, and publishing it in a newspaper published in the county, if any, otherwise in an adjoining county, or in the State paper.

35. Division of time, different denominations may obtain.—35. When a house of public worship is owned by persons of different denominations, and when an organized society, or its members, own five pews therein, one or more of the minority owning not less than five pews may apply to a justice of the peace and quorum to obtain a division of the time of occupying the house; and he shall call a meeting of the owners by posting a notice in a public place in or about the house, thirty days at least before the meeting, stating the time, place and object thereof.

36. Division of time, procedure to obtain.—36. At such meeting, the owners, who are not applicants, or if they refuse or neglect, the justice who called the meeting, may designate another justice, and the two may appoint a third disinterested person, not an inhabitant of the town in which the house is located, or belonging to the denomination of either party

interested; and the three shall be a board, before which the owners may exhibit the amount that they own in the house; the minority, owning at least five pews, shall have their part allotted to them, as nearly as may be, in proportion to the amount that they own in the house; and the board shall designate which weeks in each year, the minority, if they please, may occupy the house; if they do not, the majority may occupy it.

37. Division, proportion of minority to be appraised.

—37. The board shall appraise the value of the minority's proportion of the house, make a record of their proceedings, and within ten days cause it to be transcribed into the records of such town.

38. Division, expenses, how paid.—38. All their reasonable expenses shall be paid by the persons who requested the division; but the above provisions shall not affect any agreement now in force as to the mode of occupying such house.

39. Division, minority may occupy their proportion.

—39. The minority may occupy the house for their allotted time, unless the majority purchase their interest, by paying the minority the sum at which it was appraised by the board; but if the minority decline so to sell, they shall not avail themselves of the four preceding sections.

TITLE IV. CORPORATIONS OF VARIOUS KINDS.

CHAP. 46. CORPORATIONS.*

40. Chapter 46 applies to all corporations.—1. This chapter applies to all corporations organized by special acts of the Legislature or under the general laws of the State, except so far as it is inconsistent with such special acts or with public statutes, concerning particular classes of corporations.

41. Powers.—2. Corporations may sue and be sued, plead and be impleaded, in their corporate name; have a common seal alterable at pleasure; elect all necessary officers; prescribe their duties and fix their compensation; make by-laws consistent with the laws of the State and their charters; and hold and convey lands and other property.

*The omitted sections either substantially duplicate the provisions found elsewhere, or else apply only to corporations having a capital stock.

42. By-laws, contents of.—6. Corporations may determine by their by-laws, the manner of calling and conducting meetings; the number of members that constitute a quorum; . . . the tenure of the several officers; . . . and may enforce such by-laws by penalties not exceeding twenty dollars.

43. Officers hold over until successors are elected. Majority of members may object to irregular election.—8. When a corporation fails to hold its annual meeting on the day appointed, the officers of the preceding year continue in the exercise of their duties, and their acts are legal, until other officers are chosen and qualified in their stead. When, upon due notice given, officers are regularly elected on any other day than that of the annual meeting, they shall hold their offices and perform their duties as if chosen on that day, unless a majority of the corporate members file with the clerk, within six months after such election, written objections thereto, and their acts shall be considered legal, until others are chosen and qualified in their stead.

44. Special meeting for election of officers, provisions.—9. When such a notice is filed, the clerk shall call a meeting of the corporation, at such time and place as he appoints, and give the notice required for an annual meeting, stating in it the fact that objections have been filed, and the purpose of the meeting; and officers elected at such meeting shall hold their offices, and their acts shall be considered legal, until other officers are chosen and qualified in their stead.

45. Clerk of corporation to file certificate of his election.—11. The clerk of a corporation, within twenty days after acceptance of the office, shall file a certificate of his election in the registry of deeds in the district where the corporation is established, or where it has a place of business, or a general agent; and an attested copy of such certificate shall be sufficient evidence that he is clerk, for service of process upon the corporation, until another certificate has been filed.

46. Existence of dissolved corporations extended for three years.*—24. Corporations, whose charters expire or are otherwise terminated, have a corporate existence for three

* The sections providing for dissolution are Nos. 25 to 29 and 54, and appear to apply only to corporations having a capital stock.

years thereafter; to prosecute and defend suits; to settle and close their concerns; to dispose of their property; and to divide their capitals.

TITLE IV. CHAP. LV. LIBRARIES AND CHARITABLE SOCIETIES.

47. Meeting for incorporation, how called.—1. When seven or more persons desire to be incorporated for any moral, religious or benevolent purpose, they may apply in writing to any justice of the peace in the county, who may issue his warrant directed to one of said applicants, requiring him to call a meeting thereof at such time and place as the justice appoints.

48. Notice of the meeting, how given.—2. The justice may call it, by reading the warrant in the presence and hearing of each, or by leaving an attested copy thereof at his last and usual place of abode, at least fourteen days before the day of meeting, or by publishing an attested copy thereof in some newspaper printed in said county, for two weeks successively, the first publication to be at least fourteen days before the day of meeting.

49. Manner of organizing.—3. When assembled pursuant to the warrant, they may organize themselves into a corporation, adopt a corporate name, and they, their associates and successors may have continual succession; have a common seal; elect all necessary officers; adopt by-laws not inconsistent with law, and enforce the same by suitable penalties; have the same rights and be under the same liabilities, as other corporations, in prosecuting and defending suits at law; and enjoy all other rights, privileges, and immunities, of a legal corporation.

50. What estate may be held. Purposes.—4. Such corporation may take and hold by purchase, gift, devise, or bequest, personal or real estate, in all not exceeding in value one hundred thousand dollars, owned at any one time, and may use and dispose thereof only for the purposes for which the corporation was organized.

51. Charitable corporations not to sue members or be sued by them.—5. No corporation, organized for charitable or benevolent purposes, shall sue any of its members for dues or contributions of any kind, or be sued by any member

for any benefit or sum due him, but all such rights and benefits, dues and liabilities, shall be regulated and enforced only in accordance with its by-laws.

MINISTERIAL AND SCHOOL LANDS.

52. Sections 46 to 54, chap. xii, title ii, relate to Ministerial and School Lands and funds arising therefrom.

PARTICULAR DENOMINATIONS.

53. The bishop of the Protestant Episcopal Church in the Diocese of Maine has been declared to be a corporation sole. See Acts of 1893, chap. 534. Chap. xii, Sec. 24, makes the overseers of Quaker societies to be trustees.

CHURCH PROPERTY HAVING NO LEGAL CUSTODIAN.

[Act of March 12, 1895.]

54. **How disposed of.**—Where any property in this State dedicated and ordained for pious uses, has no proper or legal custodian, so that it is becoming wasted and the utility thereof is lost, upon the application of any person or religious society interested in having such property preserved and applied to the uses for which it was originally intended, the attorney general shall file a bill in equity, in the nature of an information, against such property and all persons interested therein, praying for the appointment of trustees to care for such property and for the proper application and disposition thereof, and the court may order such notice as seems proper, and may appoint receivers or trustees therefor, and upon final decree, may order the care, custody, sale, application or disposal of such property as will best serve the purposes for which it was originally intended. The court may convey or transfer such property to any religious body to be held and applied for the purposes of such trust as the court may declare; and it shall have full power to treat, care for and dispose of the same in furtherance of such pious uses as may seem best suited to the case and situation.

MARYLAND.

CONSTITUTION.

[In effect, Oct. 5, 1867.]

DECLARATION OF RIGHTS.

1. Sanction of Legislature must be secured, except for five acres.—38. That every gift, sale, or devise of land, to any minister, public teacher or preacher of the Gospel, as such, or to any religious sect, order or denomination, or to, or for the support, use or benefit of, or in trust for, any minister, public teacher, or preacher of the Gospel, as such, or any religious sect, order or denomination; and every gift or sale of goods, or chattels, to go in succession, or to take place after the death of the seller or donor, to or for such support, use or benefit; and also every devise of goods and chattels to or for the support, use or benefit of any minister, public teacher or preacher of the Gospel, as such, or any religious sect, order or denomination without the prior, or subsequent, sanction of the Legislature, shall be void; except always, any sale, gift, lease, or devise of any quantity of land, not exceeding five acres, for a church, meeting-house, or other house of worship, or parsonage, or for a burying ground, which shall be improved, enjoyed, or used only for such purpose; or such sale, gift, lease or devise shall be void.

ARTICLE III.

2. General laws to be enacted. Charters repealable.—48. Corporations may be formed under general laws, but shall not be created by special act, except for municipal purposes and except in cases where no general law exists, providing for the creation of corporations of the same general character as the corporation proposed to be created, and any act of incorporation passed in violation of this section shall be void: all charters granted or adopted in pursuance of this section, and all charters heretofore granted and created subject to repeal or modification, may be altered from time to time, or be repealed.

STATUTES.

ART. XXIII. CORPORATIONS.*

MISCELLANEOUS PROVISIONS.

3. Deeds may be acknowledged by attorney.—

1. Any corporation may acknowledge any deed which such corporation has the power to make, by attorney appointed by such corporation, under the seal thereof, and such appointment may be embodied in the deed.

4. Majority of board validates acts.—3. When the corporate powers of any corporation incorporated under the laws of this State, are directed by its charter or certificate of incorporation to be exercised by any particular body, or number of persons, a majority of such body of persons, if it be not otherwise provided in the charter or certificate of incorporation, shall be a sufficient number to form a board for the transaction of business, and every decision of a majority of the persons duly assembled as a board, shall be valid as a corporate act.

5. Copy of by-law to be evidence.—4. A copy of any by-law of any corporation incorporated under the laws of this State, under its seal and purporting to be signed by the president, secretary or treasurer of the corporation, shall be received as *prima facie* evidence of such by-law in the courts of this State.

6. Records. Annual statement.—5. The president and directors of every corporation shall keep full, fair and correct accounts of their transactions, which shall be open at all times to the inspection of the stockholders or members; and they shall annually prepare a full and true statement of the affairs of the corporation, which shall be certified to by the president and secretary and submitted at the annual meeting of the stockholders or members.

PROVISIONS FOR THE FORMATION OF CORPORATIONS.

7. Who may incorporate. Purposes.—14. Corporations may be formed in this State, under the provisions hereinafter set forth, by any five or more persons, citizens of the United States, and a majority of them citizens of this State, or if unnaturalized, residents of this State, making oath that they *bona fide* intend to become citizens of the United States with-

*The omitted sections relate mainly to corporations for profit.

out unreasonable delay, who may desire to form a body corporate or politic, for any of the following purposes:

Class 1. For the creation and maintenance of educational, moral, scientific, literary, dramatic, musical, social, benevolent or beneficial societies or associations of all descriptions; of religious or charitable societies or associations, . . . ; *Provided*, such corporations are located in this State, and that the property which they possess or acquire is located therein.

8. Trustees are corporators.—40. The president and directors, or trustees or managers, for the time being, of any corporation of any of the descriptions mentioned in class one, that has been or may be formed under any general or special law of this State, for any educational, literary, sanitary, charitable, benevolent or other purpose in said class one, shall, for the purpose of maintaining due succession in such corporation, be accounted to be corporators and members of such corporation.

GENERAL REGULATIONS.*

9. Certificate of incorporation. Contents. Limit of corporate life.—42. Any five or more persons, citizens of the United States, and a majority of them citizens of this State, who may desire to form a corporation for any of the purposes hereinbefore referred to, shall make, sign, seal and acknowledge before some officer competent to take the acknowledgment of deeds, a certificate in writing in which shall be stated;

1. The names in full and places of residence of the applicants.

2. The proposed corporate name of the corporation, which shall always include the name of the county or city in which it may be formed.

3. The object or purposes for which incorporation is sought, the time of its existence, not to exceed forty years, and the articles, conditions and provisions under which the incorporation is formed; *Provided*, That the limitation as to the duration of existence of corporations formed under this article shall not apply to gaslight companies.

4. The place or places where the operations of the corporation are to be carried on, and the place in this State in which the principal office of the corporation will be located.

5. The amount of capital stock (if any) of the corporation.

*The omitted sections relate mainly to corporations for profit.

6. The number of shares of stock (if any) and the amount of each share.

7. The number of trustees, directors or managers, and their names, who shall manage the concerns of the corporation for the first year.

10. Certificate to be submitted to judge.—43. When said certificate is executed, it shall be the duty of the persons executing the same to submit it to one of the judges of the judicial circuit, within which the principal or any other office of said corporation is, under said certificate, to be located, if it shall be located in one of the counties of this State, or to one of the judges of the supreme bench of Baltimore city, if the principal office of said corporation shall be located in Baltimore city, in order that the said judge may determine whether the said certificate is in conformity with the law; and such determination, when certified by the said judge as required by the next succeeding section, shall be conclusive evidence that such certificate does conform to the law.

11. Certificate to be recorded.—44. If the said judge shall so determine, he shall certify his said determination upon the said certificate, which shall thereupon be recorded in the office of the clerk of the circuit court for the county in which the principal office of said corporation shall, by the terms of said certificate, be located, if it shall be located in one of the counties of this State, or in the office of the clerk of the superior court of Baltimore city, if the principal office of said corporation shall be located therein; and the said certificate shall be recorded in a book provided for that special purpose.

12. Record of certificate incorporates.—45. When the said certificate shall have been recorded, the persons who have signed and acknowledged the same, and their successors shall, according to the objects, purposes, articles, conditions and provisions in said instrument contained, become, and be a body politic and corporate, in fact and in law, by the name stated in such certificate.

13. Copy of certificate to be evidence.—46. A copy of such certificate, or of any amendments thereto, or of any paper relating to corporations, which is required by law to be recorded, when certified to be a true copy by the clerk of the court in whose office the same is recorded, under the seal of his office, shall be evidence in all legal proceedings, and in all the courts of this State.

14. Amendments, how made.—47. If any alteration or amendment of the articles or provisions of the charter of any of said corporations, shall be made by the authority of the corporation, such alteration or amendment shall be made known, acknowledged and recorded in the same manner as prescribed in the sections 42, 43 and 44 of this article; and after the said alteration or amendment shall be recorded, the same shall be taken to be a part of the said charter or instrument, as if the same had originally been made a part thereof.

15. Fees. Endorsement by clerk of court.—48. The usual fees for equal or similar services shall be received by the respective clerks under this article, and all the expenses of procuring the charter of incorporation and recording the same, shall be borne by the parties respectively applying therefor; and the date and fact of recording shall be endorsed by the clerk on every original instrument.

16. Powers, general provision. Regulations.—49. Every corporation incorporated under this article shall have the following powers and be subject to the following general regulations, except in cases where the special provisions relating to any particular corporation are inconsistent with the said general regulations.

17. Succession.—50. Any such corporation shall have power: 1. To have succession by its corporate name for the period prescribed by law or by the certificate evidencing its incorporation where the said certificate is in accordance with law.

18. To sue and be sued.—51. 2. To sue and be sued, complain and defend in any court of law or equity.

19. Seal.—52. 3. To make and use a common seal and alter the same at pleasure.

20. Hold property and conduct business.—53. 4. To acquire by purchase or in any other manner, and take, receive, hold, use, employ, manage, mortgage, dispose of, or in any manner not inconsistent with law, deal with any property, real, personal or mixed, and situate in or out of this State, which may be necessary or proper to enable said corporation to carry on the operations or fulfill the purposes named in its certificate of incorporation, and generally to do every other act or thing, not inconsistent with law, which may be necessary or proper to

promote the objects, designs and purposes for which said corporation was formed.

21. Appoint officers and agents.—54. 5. To appoint a president of the company from among the directors, trustees or managers, and to appoint such officers and agents as the business of the corporation shall require; to allow them a suitable compensation, require security for the faithful discharge of their duties, and regulate the tenure of office of the said officers.

22. By-laws, how made. Must be confirmed by members.—55. 6. To make by-laws, not inconsistent with law, for the management of its property, the regulation of its affairs, and for the transfer of its stock, if any such stock there be; for the forfeiture of stock not paid for, and for the disposition of the proceeds thereof; for the calling of regular, special and general meetings of the directors, managers and trustees of said corporation, and fixing the place or places where the same shall be held, and to provide for all other matters which may be regulated by by-laws, and from time to time to repeal, amend or reënact the same; but every such by-law, and every repeal, amendment or reënactment thereof, unless in the meantime confirmed at a general meeting of the company, duly called for that purpose, shall only have force until the next annual meeting of the company, and in default of confirmation thereof, shall, from that time only, cease to have force.

The stockholders, or members of the corporation, may, at any general meeting, make by-laws, which shall not be rescinded by the directors, managers or trustees.

23. Only charter powers to be exercised.—56. No corporation shall possess or exercise any corporate powers, except such as are conferred by law, and such as shall be necessary to the exercise of the powers so acquired.

24. Trustees to manage property and to be elected by members annually. Notice of meetings.—57. The stock, if any, property and concerns of any corporation, for whose creation provision is made in this article, shall be managed by such number of trustees, directors or managers as its by-laws or charter shall prescribe, said number to be not less than four nor more than twelve, who shall respectively be citizens of the United States, and a majority of them citizens of this State; or if unnaturalized residents of this State, shall make oath that

they intend to become citizens of the United States without unreasonable delay; and who shall, except the first year, be annually elected by the stockholders, where there are such, or by the shareholders or members, where there are no stockholders, at such meeting, time and place, and after such notice as shall be directed by the by-laws of the corporation; and the election shall, except in cases otherwise provided for herein, be made by such of the stockholders, shareholders or members, as the case may be, who shall attend for that purpose, either in person or by proxy; and where no other notice is provided for by the by-laws, public notice of the time and place of holding such election shall be published not less than ten days previous thereto, in a newspaper printed nearest to the place where the principal office of said corporation in this State shall be located.

25. Vacancies among trustees, how filled.—59. When any vacancy shall happen among the trustees, directors or managers, by death, resignation or otherwise, it shall be filled for the remainder of the year or other term, in such manner as may be provided by the by-laws of the said corporation.

26. Failure to elect trustees does not dissolve or invalidate.—60. If it shall happen at any time that an election of trustees, directors or managers shall not be made on the day designated by the by-laws of the said corporation, the corporation, for that reason, shall not be dissolved; but it shall be lawful on any other day to hold such election in such manner as may be provided by the by-laws, and all acts of trustees or managers shall be valid as against such corporation until their successors shall be elected.

27. Corporations subject to future legislation.—85. Every corporation formed under the provisions of this article, shall be subject to any and all provisions and regulations which may hereafter, by any change in or amendments of the laws of this State, be made applicable to such corporation.

RELIGIOUS CORPORATIONS.

28. How incorporated.—205. In every church, society, or congregation, of whatever sect, order, or denomination, known and acknowledged in the State, and protected in the free and full exercise of its religion by the constitution and laws thereof, there shall be sufficient power and authority in all persons above twenty-one years of age belonging to any such

church, society, or congregation, to elect, at their discretion, certain sober and discreet persons, not less than four nor more than twelve, which persons, so elected, upon being registered, as hereinafter directed, shall be constituted a body politic or corporate to act as trustees in the name and behalf of the particular church, society, or congregation for which they are respectively chosen, and to manage the estate, property, interest, and inheritance of the same.

29. Powers. Limitation upon mortgage and income.

—206. The trustees so elected shall have perpetual succession by their name of incorporation, and shall be capable in law to purchase, take and hold to them and their successors in fee, or for a less estate, any lands, tenements or hereditaments, rents or annuities, goods or chattels within this State, by the gift, bargain, sale or devise of any person, body politic or corporate, capable of making the same, and to use or lease, mortgage or sell and convey the same in such manner as they may judge most conducive to the interests of their respective churches, societies or congregations; *Provided*, That nothing herein shall authorize any sale, mortgages or other disposition of any property held by such corporation under any instrument prohibiting such sale; and *Provided*, The clear yearly income from the estate of any church, society, or congregation, exclusive of the rents of pews, collections in churches, funeral charges and the like, shall not exceed the sum of twenty thousand dollars

30. Succession to be by election and church usage.

—207. Every such body politic shall be chosen and the succession kept up at such times and places as are ordinarily used for public meetings of the said church, society or congregation, and by such persons as are allowed to have a voice in the management and direction of congregational or temporal concerns, according to the known custom and usage of their respective denominations; or the said body politic or corporate shall be chosen, and the succession kept up, according to the rules, regulations, and practice that may have been heretofore adopted and agreed upon, or that shall be, at the first time of electing, agreed upon and adopted by any particular church, society, or congregation for directing or managing their congregational or temporal affairs.

31. Minister a member of corporation.—208. The minister for the time being, or senior minister, where there are

more than one settled in any church, society, or congregation, shall always, in virtue of his ministry, be a member of the body politic or corporate belonging to the same, exclusive of the number heretofore prescribed in section 205.

32. Contests to be settled by arbitration.—209. If any contest shall arise in any church, society or congregation, about the right of voting, or whether the election has been fairly conducted, agreeably to the true intent and meaning of this article, the parties contending shall each of them choose one discreet and reputable person from amongst the members or trustees of some neighboring congregation or society of the same religious persuasion, if any such there be, and if none such, then of any other religious society, which two persons shall choose a third, qualified in like manner, and the said three persons shall meet at the place where the difference has arisen, and hear and determine upon the matter; and their judgment or award, or the judgment or award of a majority of them, certified under their hands and seals to the contending parties, shall be final.

33. Qualifications of voters and officers. Name.—210. At the first election or appointment of every body politic or corporate aforesaid, every church, society or corporation assembled as already directed, shall determine on their plan, agreement or regulation, specifying distinctly the time and manner of electing trustees, and the manner in which the succession shall be perpetuated, and containing an exact description of the qualifications of the persons severally electing and elected, and to elect and to be elected thereafter, and also the name, style or title of the corporation by which it shall thereafter be known, and the name of the church, society or congregation choosing the same.

34. Plan to be acknowledged and certified.—211. The said plan, agreement, or regulation shall be entered in the book hereinafter required by section 214 to be kept by every such corporation, and the same shall be acknowledged by the trustees, or a majority of them, before, and certified by two justices of the peace of the county or city in which the said church, congregation, or society, or the greatest number of the members thereof shall reside; or the same may be acknowledged before and certified by a judge of the circuit court or of the supreme bench of Baltimore city.

35. Plan to be filed with clerk of court.—212. The plan or agreement, so acknowledged and certified, shall be filed by the said trustees with the clerk of the circuit court for the county where the said church, society, or congregation, or the greater part of the members thereof reside, or the clerk of the superior court of Baltimore city, if they or the greater part of the members reside in the city of Baltimore, within six months after such acknowledgment shall be made; and the same shall be recorded at the expense of the corporation, in a book to be kept for that special purpose.

36. Amendments, how secured.—213. If any change shall be made in the original plan, by authority of the congregation, such change shall, in the same manner, be acknowledged and recorded.

37. Meetings. Quorum. Record. By-laws.—214. Every such corporation may appoint the times and places of the meeting of its members, and the number necessary to constitute a quorum, and shall provide and keep a good and sufficient record book, and cause therein to be registered all their proceedings, subject at all times to the inspection of the several members of the church, society, or congregation; and the same shall be laid before a public meeting when required by any five or more of the members; and the said trustees, or a majority of them, shall have full power to frame such rules and ordinances for conducting their concerns as may be necessary and convenient for accomplishing the end of their institution.

38. Withdrawing members authorized to form new corporation.—215. When any number of persons belonging to any church or congregation, sufficient to build a church or house of worship, and maintain a minister, shall choose to separate from the church or congregation of which they have hitherto been a part, and to erect a house of worship, and employ a minister for themselves, it shall be lawful for them to do so; and they shall by their respective name or style be entitled to all the benefits of this article relating to their incorporation; *Provided only*, That all arrearages, debts and engagements contracted, due or becoming due, while members of the former society, shall be discharged.

39. Trustees to convey lands to corporation.—216. The person or persons holding lands or goods and chattels in trust for any particular church or society, shall convey the same

to the corporation of such particular church or society as soon as the same shall be formed under this article.

DISSOLUTION OF CORPORATIONS.*

40. Majority vote of members. Bill to be filed.—265. Whenever the directors, trustees or managers of any corporation, or a majority of them, shall, for any reason, deem it beneficial for the interests of the stockholders or others interested in said corporation, that the same should be dissolved, they shall call a general meeting of the stockholders, shareholders or members of the corporation at such time and place, and after such notice as the by-laws of said company shall prescribe for that purpose; and if at such general meeting a majority in interest of all the stockholders in any corporation having a capital stock, or a majority of the shareholders or members in other class of corporations, shall, by their votes, declare their wish that said corporation shall be dissolved, a bill for its dissolution shall forthwith be filed, in the name of said corporation and on its behalf, in the circuit court of Baltimore city, if its principal office or place of business be in said city, or in the circuit court for the county in which its principal office or place of business may be situated.

41. Contents of bill.—266. Every such bill shall contain a statement of the reasons why the dissolution of the said corporation is prayed for and sought; and there shall also be filed with it:

1. A full and true inventory of all the assets of such corporation, and of all the books, securities, and vouchers relating thereto.

2. A true account of the capital stock of such corporation, and a list of all the stockholders, their residences, and the number of shares belonging to each, the amount paid on each of said shares, and the amount still due.

3. A statement of all the incumbrances on the property of the corporation, and a full list of all its creditors and their respective residences, and the amount due to each. All of the said statements shall be verified by the oath or affirmation of either the president, treasurer, secretary, or some other chief officer, or of some stockholder of the said corporation.

42. Order of court, to show cause.—267. Upon the filing of said bill, accompanied by the aforesaid papers, the

*The omitted sections relate mainly to corporations for profit.

court shall pass an order requiring all persons interested in such corporations, to show cause, if any they have, why such corporation should not be dissolved, on or before a certain day to be named in said order, which order shall be published for such time as the court shall direct, in some newspaper published in the county, or city of Baltimore, as the case may be, in which such court is held; and upon any answer being filed to the said bill, by any creditors or stockholders of such corporation, the court may authorize evidence to be taken, on application of the plaintiffs or defendants, in the manner usual in courts of equity.

43. Decree of court. Who may be receivers.—268. If the court shall, upon consideration of the bill, or of the bill, answers and proof, if any answers have been filed or proof taken, be of opinion that the corporation is insolvent, or that for any reason a dissolution of the said corporation will be beneficial to the stockholders, and not injurious to the public interests, a decree shall be entered dissolving the said corporation, and appointing one or more receivers of its estate and effects, and such corporation shall thereupon be dissolved; any of the directors, trustees, managers or other officers, or any of the stockholders of any corporation, may be appointed its receivers, or such other person or persons as the courts may select.

44. Receivers, powers of.—269. Where receivers of the estate or effects of any corporation shall be appointed by a court, upon or before the dissolution of any corporation, they shall be vested with all the estate and assets of every kind belonging to such corporation, from the time of their qualifying as receivers, and shall be trustees thereof for the benefit of the creditors of such corporation and its stockholders; and they shall proceed to wind up the affairs of such corporation, under the direction of the court by which they shall have been appointed, and shall have all powers which shall be necessary for that purpose.

45. Article XXIII applicable to all corporations.—303. All corporations heretofore formed under the general laws of this State, relating to corporations, or under any special laws, are hereby declared to be entitled to the benefit of and to be subject to all the regulations in this article contained, for the government of the corporations herein referred to, so far as the

same be applicable to said several corporations heretofore formed as aforesaid; and shall also have the benefit and be subject to the processes, remedies or proceedings by this article authorized to be taken by or against the corporations herein referred to, so far as the same be applicable to the several corporations heretofore formed as aforesaid.

PARTICULAR DENOMINATIONS.

46. Section 217, Art. xxiii, makes provision for the incorporation of parishes of the Protestant Episcopal Church.

MASSACHUSETTS.

CONSTITUTIONAL AMENDMENT. Article XI.

(In effect, Nov. 11, 1833.)

1. Powers of churches. Rights of members.—Instead of the third article of the bill of rights, the following modification and amendment thereof is substituted:

“As the public worship of God and instructions in piety, religion, and morality, promote the happiness and prosperity of a people, and the security of a Republican government; therefore, the several religious societies of this Commonwealth, whether corporate or unincorporate, at any meeting legally warned and holden for that purpose, shall ever have the right to elect their pastors or religious teachers, to contract with them for their support, to raise money for erecting and repairing houses for public worship, for the maintenance of religious instruction, and for the payment of necessary expenses; and all persons belonging to any religious society shall be taken and held to be members, until they shall file with the clerk of such society a written notice, declaring the dissolution of their membership, and thenceforth shall not be liable for any grant or contract which may be thereafter made, or entered into by such society; and all religious sects and denominations, demeaning themselves peaceably, and as good citizens of the Commonwealth, shall be equally under the protection of the law; and no subordination of any one sect or denomination to another shall ever be established by law.

PUBLIC STATUTES, 1882, SUPPLEMENT, 1888.

(With amendments to 1895.)

TITLE IX. CHAP. XXXVIII. OF PARISHES AND RELIGIOUS SOCIETIES.

GENERAL PROVISIONS.

2. Religious societies to be bodies corporate. Powers and rights confirmed.—1. Every religious society

established or organized by virtue of any statute shall be and continue a body corporate with the powers given to corporations by chapter one hundred and five,* and the powers, privileges, liabilities, and duties set forth in this chapter; but the provisions of this chapter shall not enlarge or diminish the powers of taxation enjoyed by any religious society by virtue of a special law or act of incorporation, nor impair the existing rights of property of any territorial parish.

3. Existing societies, status of.—2. Religious societies, whether corporate or incorporate, shall continue to have and enjoy their existing rights, privileges, and immunities, except so far as the same may be limited or modified by the provisions of this chapter.

4. Privileges of churches connected with religious societies.—3. The respective churches connected and associated in public worship with such religious societies shall continue to have, exercise, and enjoy all their accustomed privileges and liberties respecting divine worship, church order, and discipline, and shall be encouraged in the peaceable and regular enjoyment and practice thereof.

5. Membership and its liabilities.—4. Persons belonging to a religious society shall be held to be members thereof until they file with the clerk a written notice declaring the dissolution of their membership, but after filing such notice they shall not be liable for any grant or contract thereafter made or entered into by such society. No person shall be made a member of such a society without his consent in writing.

6. By-laws.—5. A religious society may make by-laws not repugnant to the laws of the commonwealth, and may in such by-laws prescribe the manner in which persons may become members.

7. Women and non-residents may be admitted as members.—6. A religious society may admit to membership women, who shall have all the rights and privileges of men, and a territorial parish may admit to membership persons not residents of its territory.

8. None but members to vote.—7. No person shall have a right to vote in the affairs of a religious society unless he is a member thereof.

* See p. 168.

9. Annual meeting. Officers to be chosen.—8. The qualified voters of every parish and incorporated religious society shall hold an annual meeting in the month of March or April, or at such other time as they may prescribe by their by-laws, and, if the by-laws do not otherwise determine, at a time and place appointed by their assessors or standing committee; and at such meeting they shall choose a moderator, clerk, two or more assessors, a treasurer, a collector, and such other officers as they may think necessary, all of whom, except the moderator, shall continue in office till the next annual meeting and till others are chosen and qualified in their stead.

10. Moderator, clerk, etc., how chosen.—9. Moderators of meetings held for the choice of officers shall be elected by ballot. Clerks, assessors, treasurers, and collectors shall be elected by ballot, and shall be sworn. Other officers may be elected in such mode as the society may determine.

11. Prudential affairs, who to manage.—10. The prudential affairs of such societies shall be managed by their assessors or by a standing committee specially appointed for that purpose; and the assessors or committees shall have like authority for calling meetings as selectmen have for calling town meetings.

12. When justice may call meeting.—11. If there are no assessors or committee, or if such officers unreasonably refuse to call a meeting, a justice of the peace may, upon the application of five or more qualified voters, call a meeting in the manner provided in section twenty-five.

13. Warrant for meeting, what to contain.—12. The assessors or committees shall insert in their warrant for calling a meeting any matter the insertion of which five or more qualified voters of the society may in writing request. Nothing acted upon at a meeting shall have any legal operation, unless the subject-matter thereof was inserted in the warrant for such meeting.

14. Meetings, how warned.—13. Meeting shall be warned in the manner provided by any by-law or vote of the society, or, when no provision is made, in such manner as the assessors or standing committee in their warrant for such meeting may direct.

15. Who to preside. Officers, how sworn.—14. The clerk, or if there is no clerk, or he is absent, one of the assessors or of the standing committee shall preside in the choice of a moderator, and a clerk may then be chosen, either *pro tempore* or to fill the vacancy, as the case may require. The moderator may administer the oath of office to the clerk, and the clerk to the assessors, treasurer, and collector, or said oaths may be administered by a justice of the peace; and such oaths shall be substantially the same as is required to be taken by the clerk, assessors, and collectors of towns.

16. Moderator's powers. Disorderly conduct, how punished.—15. The moderator shall have the same power as the moderator of a town meeting; and persons guilty of disorderly behavior at a meeting of a religious society shall be subject to the penalties and punishments provided for like offenses in town meetings.

17. Choice of collector.—If the person chosen collector is present and accepts the office, he shall forthwith be sworn. If not present, he shall be summoned to take the oath by a constable or by any person whom the clerk or assessors may appoint for the purpose. Upon the refusal or neglect of a person present to accept such office at the time, or upon the neglect of a person so summoned, for the space of seven days, to appear and take the oath, the society shall proceed to a new choice; and so from time to time until some person accepts and is sworn.

18. Filling of vacancies.—17. Vacancies in any of the annual offices, occurring after the annual meeting, may be filled at any other legal meeting.

19. Objects for which money may be raised.—18. The qualified voters of a religious society may at the annual meeting or at any other meeting regularly notified seven days at least before the holding thereof, grant and vote such sums of money as they judge necessary for the settlement, maintenance, and support of ministers or public teachers of religion; for the building or repairing of houses of public worship; for sacred music; for the purchase and preservation of burial grounds; and for all other necessary parish charges; and all sums so voted shall be assessed on the polls and estates of all the members of the society in the same manner and proportion as town taxes are by law assessed.

20. Taxes to be assessed on property.—19. The assessors shall assess the taxes upon the property (not exempted by law from taxation) of all the members of the society, including their real estate within the commonwealth, in whatever part thereof it may be situated, and their personal estate wherever the same may be; and no citizen shall be liable to pay a tax for the support of public worship, or for other parish charges to a society other than that of which he is a member.

21. Corporations and trusts not to be taxed.—20. No corporation shall be taxed for any parochial purpose, nor shall any person be taxed in a religious society for property held by him as guardian or trustee.

22. Collection of taxes.—21. A religious society may appoint its treasurer collector of taxes; and such collector shall have like powers and proceed in like manner in enforcing the collection of such taxes, after the expiration of the time fixed by the society for the payment thereof, as is provided in chapter twelve for the collection of taxes by collectors of towns; and a society may authorize its treasurer and collector to make an abatement of such sum as it may agree upon at its annual meeting to those who make voluntary payment of their taxes within such periods as may be determined by the society.

23. Pews may be taken down or house sold.*—22. A religious society, when it deems it necessary for building a new house, or of altering, enlarging, removing or rebuilding its house already built, may under the regulation of sections thirty-six and thirty-seven take down any pews therein or sell the house.

24. Parishes are societies.—23. The terms “religious society” and “society” in the preceding sections shall include parishes.

ORGANIZATION OF RELIGIOUS SOCIETIES AS CORPORATIONS.

25. How incorporated. Powers.—24. A religious society that is not incorporated, may, if it contains ten or more qualified voters, organize and become a corporation, with the powers, privileges, duties, and liabilities of such societies, and may hold so much real and personal estate as may be necessary for the objects of such organization, and no more.

26. Mode of calling first meeting.—25. Any justice of the peace may, upon application in writing by five or more of

* See Nos. 37, 38, p. 165.

the qualified voters of such society, issue his warrant directed to some one of the applicants, stating the objects of the proposed meeting, and requiring him to warn the qualified voters of the society to meet at a time and place appointed in the warrant; and such warrant may be served by posting an attested copy thereof on the principal outer door of the meeting-house of such society, or by leaving such copy with, or at the last and usual places of abode of the qualified voters of the society seven days at least before such meeting; and, upon due return thereof, the same or any other justice of the peace may preside at the meeting for the choice and qualification of a clerk, who shall enter at large upon the records of the society the proceedings had in the organization thereof; and the society may thereupon proceed to choose a moderator and to do such other things as parishes are by law authorized to do at their annual meetings; *Provided*, the subject matter thereof is inserted in the warrant.

27. Application to justice. Organization secures incorporation.—26. Any ten or more persons, male or female, who desire to form a religious society, may make for that purpose an application in writing to a justice of the peace, and such justice may thereupon issue his warrant directed to one of the applicants stating the objects of the proposed society, and requiring him to warn said persons to meet at a time and place appointed in the warrant. The warrant shall be issued, served, and executed, and the meeting held in the manner and for the purposes set forth in the preceding section, and such persons, upon complying with the provisions of said section, shall become a corporation under a name to be assumed at such meeting, and with all the powers, rights, and privileges, and subject to all the duties, limitations, and restrictions, relating to religious societies.

CORPORATIONS OF PROPRIETORS OF MEETING-HOUSES.

28. How incorporated. Powers.—27. Persons owning or proposing to build a house of public worship may organize themselves in the same manner as religious societies are authorized to do by the provisions of this chapter, and shall thereupon become a corporation with and subject to the powers, privileges, duties, restrictions, and liabilities set forth in chapter one hundred and five* and in the following sections.

*See p. 168.

29. Amount of estate which may be held.—28. Every such corporation may hold so much real and personal estate, in addition to its meeting-house, as may be necessary for its objects, and no more, and the annual income thereof shall be applied to parochial purposes.

30. Copy of record to be left with town clerk.—29. The clerk of every such corporation shall, within ten days after the meeting at which it was organized, leave with the clerk of the town or city in which its house of worship is situated, or is about to be built, a true copy of the record of the proceedings at such meeting. If he fails to do so, the organization shall be void. Such copy shall be recorded by the clerk receiving it in a book kept for the purpose, and for recording the same he shall receive the fee to which registers of deeds are entitled for like services.

31. Money may be voted for alterations.—30. When such corporation deems it expedient to alter, enlarge, repair, rebuild, or remove its house, or to build a new one, it may, at a legal meeting called for the purpose, vote such sums of money as it may judge necessary for such purpose and for the purchase of the land necessary therefor.

32. Any religious society may raise money for alterations.—31. Any religious society established under a special act of incorporation shall have the powers set forth in the preceding section, anything contained in its act of incorporation, or in any act in amendment thereof, or in section one of this chapter, to the contrary notwithstanding.

33. Meeting to vote alterations, how called.—32. A meeting for any of the purposes mentioned in section thirty may be called in the manner prescribed in the by-laws or votes of the corporation, or by a warrant issued by the justice of the peace on application in writing by any five of the members of the corporation, which warrant shall be directed to one of the applicants; or such meeting may be called by a notification by the clerk of the corporation, who shall warn a meeting on a like application to him; and in either case the meeting may be warned by notification served as provided in section twenty-five.

34. Assessment and collection of money.—33. Money voted by such a corporation may be assessed on the pews in its meeting-house, and the assessment may be committed to its

treasurer, who shall forthwith give notice by posting up an advertisement at the principal outer door of the meeting-house, stating the completion of such assessment and the day of the delivery thereof to him; and if any part of the taxes so assessed remains unpaid for three months thereafter, the treasurer shall forthwith collect the same by sales at public auction of the pews whereon such taxes remain unpaid.

35. Sale of pews for non-payment of assessments.

—34. The treasurer shall, at least three weeks before the time of the sale of a pew for taxes, post up a notification of the intended sale on the principal outer door of the meeting-house, setting forth the number of the pew, if any; the name of the owner or occupant, if known; and the amount of the tax due thereon; and if any part of said tax remains unpaid at the time, the treasurer shall sell the pew by public auction to the highest bidder, and shall execute and deliver to the purchaser a sufficient deed of conveyance. The money arising from the sale, beyond the taxes and reasonable incidental charges, shall be paid by the treasurer to the former owner of the pew or to his assigns.

36. Affidavit of notice of sales made evidence.—35.

An affidavit, annexed to an original notification or to a copy thereof, made before a justice of the peace, and recorded on the records of the corporation within six months after the sale, shall be allowed as one mode of proof of the posting up of such notification.

37. House may be sold or pews taken down.—36.

Such a corporation, for the purpose of building a new house, or of altering, enlarging, repairing, rebuilding, or removing its house already built, may sell its house or take down any pews therein, the pews taken being first appraised by three or more disinterested persons chosen for that purpose. The pews newly erected shall be sold by the treasurer of the corporation by public auction to the highest bidder, and deeds thereof shall be given in like manner as when pews are sold for the payment of taxes. The money arising from such sale shall be applied, so far as may be necessary, to paying the appraised value of the pews taken down, and the deficiency, if any, shall be paid by the corporation within thirty days after the sale.

38. When pew-owner not entitled to compensation.

—37. Nothing contained in the preceding section shall entitle

a person to compensation for a pew taken down, when the house in which it is, is unfit for public worship.

39. Assessments on pews in houses built after 1845.—38. Such a corporation may assess upon the pews in a church or meeting-house which it has erected or procured for public worship since the twenty-fifth day of March in the year eighteen hundred and forty-five, according to a valuation of said pews previously agreed upon and recorded by the clerk, sums of money for the support of public worship and other parochial charges, and for the repairs of the house. Such assessments may be collected in the manner provided in sections thirty-three and thirty-four.*

40. Assessments on pews in houses built prior to 1845.—39. Such a corporation which had erected or procured such house prior to the twenty-fifth day of March, eighteen hundred and forty-five may avail itself of the provisions of the preceding section, if the consent of all the pew owners is obtained, or if two-thirds of the members present and voting at a regular meeting called for that purpose so determine.

41. Pews to be purchased at appraisal.—40. A corporation which votes to avail itself of the provisions of section thirty-eight, shall upon the application of a person owning one or more pews in its house, within one year after said vote, purchase such pews at an appraised value to be determined by three disinterested persons, to be chosen, one by the pew-owner, one by the corporation, and the third by the two persons thus chosen.

42. Powers, etc., of corporations which comply with preceding sections.—41. A corporation complying with the requisitions of the two preceding sections shall be entitled to the privileges and subject to the liabilities incident to those corporations which have erected or procured meeting-houses for public worship since the twenty-fifth day of March in the year eighteen hundred and forty-five.

43. Pews to be personal estate.—42. Pews shall be personal estate, but this provision shall not affect any existing right of dower.

44. All corporate powers subject to alteration.—51. All corporate powers granted to any religious corporation shall be subject to alteration or repeal by the general court.

* See Nos. 34 and 35, pp. 164, 165.

CHAP. XXXIX. OF DONATIONS AND CONVEYANCES FOR
PIOUS AND CHARITABLE USES.

45. Deacons, church wardens, etc., made bodies corporate.—1. The deacons, church wardens, or other similar officers of churches or religious societies, and the trustees of the Methodist Episcopal churches, appointed according to the discipline and usages thereof, shall, if citizens of this commonwealth, be deemed bodies corporate for the purpose of taking and holding in succession all grants and donations, whether of real or personal estate, made either to them and their successors, or to their respective churches, or to the poor of their churches.

46. Ministers, when to be joined in body corporate.—2. When the ministers, elders, or vestry of a church are, in the grants or donations mentioned in the preceding section, joined as donees or grantees with the deacons or church wardens, such officers and their successors, together with the deacons or church wardens, shall be deemed the corporation for the purposes of such grants and donations.

47. Ministers may take in succession any parsonage land.—3. The ministers of a church or religious society, if a citizen of this commonwealth, shall be capable of taking in succession any parsonage land granted to the minister and his successors, or to the use of the ministers, or granted by any words of like import ; and may prosecute or defend in any action touching such land.

48. Conveyance not valid without consent of church, etc.—4. No conveyance of the lands of a church shall be effectual to pass the same, if made by the deacons without the consent of the church or of a committee of the church appointed for that purpose, or if made by the church wardens without the consent of the vestry, or if made by the trustees of the Methodist Episcopal Church without the consent of the quarterly conference.

49. Conveyance by minister, when valid.—5. No conveyance by a minister of lands held by him in succession shall be valid any longer than he continues to be such minister, unless such conveyance is made with the consent of the town, parish, or religious society of which he is a minister, or unless he is the minister of an Episcopal church and makes the conveyance with the consent of the vestry.

50. Committees of audit with deacons. Suits against deacons.—6. The several churches, other than those of the Episcopal denomination, may choose committees to settle the accounts of the deacons and other church officers, and, if necessary, to commence and prosecute suits in the name of the church against such deacons or other officers touching the same.

51. Limit upon income.—7. The income of the grants or donations made to or for the use of any one church shall not exceed two thousand dollars a year, exclusive of the income of any parsonage lands granted to or for the use of the ministry.

52. Unincorporated societies may hold donations and elect trustees.—9. Unincorporated religious societies shall have like power as incorporated societies to manage, use and employ according to its terms and conditions any donation, gift or grant made to them; they may elect suitable trustees, agents, or other officers therefor, and may sue for any right which may vest in them in consequence of such donation, gift, or grant; for which purposes they shall be corporations.

53. Any societies may appoint trustees and make rules. Vacancies.—10. Incorporated and unincorporated religious societies may appoint trustees, not exceeding five in number, to hold and manage trust funds for their benefit, who shall hold their offices for three years and until others are appointed in their stead. At or before the time of the first appointment of such trustees the society may establish rules and regulations for their government, which shall be considered as of the nature of a contract, and not subject to alteration or amendment except by all the trustees in office at the time and by a two-thirds vote of the society interested therein, and in case of a vacancy, by the death of a trustee or otherwise, the society may fill such vacancy at its next annual meeting or at a special meeting called for that purpose.

TITLE XV. OF CORPORATIONS.

CHAP. CV. OF CERTAIN POWERS, DUTIES, AND LIABILITIES OF CORPORATIONS.

54. Chap. CV applies to all corporations.—1. The provisions of this chapter, unless expressly limited in their application, shall apply to all corporations organized under or by the laws of this commonwealth, except so far as they are incon-

sistent with other provisions of these statutes concerning particular classes of corporations.

55. Existing corporations, status of.—2. Corporations now existing shall continue to exercise and enjoy their powers and privileges according to their respective charters and to the laws now in force, and shall continue subject to all the liabilities to which they are now subject, except so far as said powers, privileges, and liabilities are modified and controlled by the provisions of these statutes; and all corporations organized under general laws shall be subject to such laws as may be hereafter passed, and applicable thereto.

56. Acts of incorporation since 1831 subject to alteration. Rights and reservations.—3. Every act of incorporation passed after the eleventh day of March in the year eighteen hundred and thirty-one shall be subject to amendment, alteration, or repeal at the pleasure of the general court: but the corporation, notwithstanding such repeal, shall be subject to the provisions of sections forty-one and forty-two;* and such amendment, alteration, or repeal shall not take away or impair any other remedy which may exist by law consistently with those sections against the corporation, its members or officers, for a liability previously incurred.

57. Powers.—4. Every corporation, where no other provision is specially made, may in its corporate name sue and be sued, appear, prosecute, and defend to final judgment and execution; have a common seal, which it may alter at pleasure; elect in such manner as it may determine all necessary officers, fix their compensation, and define their duties and obligations; and make by-laws and regulations consistent with law, for its own government, the due and orderly conducting of its affairs, and the management of its property.

58. By-laws.—5. Every corporation may by its by-laws, where no other provision is specially made, determine the manner of calling and conducting its meetings; the number of members that shall constitute a quorum; . . . the tenure of office of the several officers; and may annex suitable penalties to such by-laws, not exceeding twenty dollars for one offense; but no by-law shall be made by a corporation repugnant to law or to its charter.

*See Nos. 64 and 65, pp. 170, 171.

59. May convey lands.—6. Every corporation may convey lands to which it has a legal title.

60. Time-limit for organization.—8. A corporation created by charter, if no time is limited therein, shall be organized within two years from the passage of its act of incorporation.

61. When and how justice may call a meeting.—11. When by reason of the death, absence, or other legal impediment of the officers of a corporation there is no person duly authorized to call or preside at a legal meeting, a justice of the peace may, on a written application of three or more of the members, issue a warrant to either of them, directing him to call a meeting by giving such notice as had been previously required by law; and the justice may in the same warrant direct such person to preside at the meeting until a clerk is duly chosen and qualified, if no officer is present legally authorized to preside.

62. Powers of corporation at special meeting.—12. A corporation when so assembled may elect officers to fill all vacancies, and act upon such other business as may by law be transacted at a regular meeting.

63. How dissolution may be secured.—40. When a majority in number or interest of the members of a corporation desire to close its concerns, they may apply by petition to the supreme judicial court, setting forth in substance the grounds of their application, and the court, after due notice to all parties interested and a hearing, may for reasonable cause decree a dissolution of the corporation. A corporation so dissolved shall be deemed and held extinct in all respects as if its corporate existence had expired by its own limitation.

64. Existence of dissolved corporation continued for three years.—41. Every corporation whose charter expires by its own limitation or is annulled by forfeiture or otherwise, or whose corporate existence for other purposes is terminated in any other manner, shall nevertheless be continued as a body corporate for the term of three years after the time when it would have been so dissolved, for the purpose of prosecuting or defending suits by or against it, and enabling it gradually to close and settle its concerns, to dispose of and convey its property, and to divide its capital stock, but not for the purpose of continuing the business for which it was established.

65. Receivers may be appointed.—42. When the charter of a corporation expires or is annulled, or the corporation is dissolved as provided in section forty,* or its corporate existence for other purposes is terminated in any other manner, the supreme judicial court, on application of a creditor, stockholder, or member, at any time within said three years, may appoint one or more persons to be receivers to take charge of its estate and effects, and to collect the debts and property due and belonging to it; with power to prosecute and defend suits in its name or otherwise, to appoint agents under them, and to do all other acts which might be done by such corporation, if in being, that are necessary for the final settlement of its unfinished business. The powers of such receivers may be continued as long as the court deems necessary for said purposes.

66. Jurisdiction of court.—43. The court shall have jurisdiction in equity of the application and of all questions arising in the proceedings thereon; and may make such orders, injunctions, and decrees therein as justice and equity require.

67. Receivers, powers and duties.—44. The receivers shall pay all debts due from the corporation, if the funds in their hands are sufficient therefor; and if not, they shall distribute the same ratably among the creditors who prove their debts in the manner directed by any order or decree of the court for that purpose. If there is a balance remaining after the payment of the debts, the receivers shall distribute and pay it to and among those who are justly entitled thereto as having been stockholders or members of the corporation, or their legal representatives.

68. Decree of dissolution to be reported to secretary of commonwealth.—45. When a corporation is dissolved by the supreme judicial court, the clerk of the courts for the county in which the decree or order for dissolution is made shall forthwith make return thereof to the secretary of the commonwealth, giving the name of the corporation dissolved, and the date upon which such order or decree was made.

CHAP. CVI. FORMATION OF CORPORATIONS.†

69. Notice of meeting.—18. The first meeting shall be called by a notice signed by one or more of the subscribers to such agreement, stating the time, place, and purpose of the

* See No. 63, p. 170.

† See Nos. 75 and 77, Sections 4 and 6, p. 174.

meeting, a copy of which notice shall, seven days at least before the day appointed for the meeting, be given to each subscriber, or left at his usual place of business or place of residence, or deposited in the post-office, post-paid, and addressed to him at his usual place of business or of residence. And whoever gives such notices shall make affidavit of his doings, which shall be recorded in the records of the corporation.

70. Organization, how effected. By-laws.—20. At such first meeting, including any necessary or reasonable adjournment, an organization shall be effected by the choice by ballot of a temporary clerk, who shall be sworn, and by the adoption of by-laws, and the election, in the manner provided in section twenty-four, of directors, treasurer, clerk, and such other officers as the by-laws may provide; but at such first meeting no person shall be eligible as a director who has not subscribed the agreement of association. The temporary clerk shall make and attest a record of the proceedings until the clerk has been chosen and sworn, including a record of such choice and qualification.

71. Certificates of organization and incorporation.—21. The president, treasurer, and a majority of the directors, shall forthwith make, sign, and swear to a certificate setting forth a true copy of the agreement of association with the names of the subscribers thereto, the date of the first meeting, and the successive adjournments thereof, if any, and shall submit such certificate and also the records of the corporation to the commissioner of corporations, who shall examine the same, and who may require such other evidence as to the facts of the case as he may judge necessary. The commissioner, if it appears that the requirements of the preceding sections preliminary to the establishment of the corporation have been complied with, shall certify that fact and his approval of the certificate by indorsement thereon. Such certificate shall thereupon be filed by said officers in the office of the secretary of the commonwealth, who, upon payment of the fee hereinafter provided,* shall cause the same with the indorsement thereon to be recorded, and shall thereupon issue a certificate in the following form:

COMMONWEALTH OF MASSACHUSETTS.

Be it known that whereas (here the names of the subscribers to the agreement of association shall be inserted) have

* See No. 75, p. 174.

associated themselves with the intention of forming a corporation under the name of (here the name of the corporation shall be inserted), with a capital of (here the amount of capital fixed in the agreement of association shall be inserted), and have complied with the provisions of the statutes of this commonwealth in such case made and provided, as appears from the certificate of the president, treasurer, and directors of said corporation, duly approved by the commissioner of corporations and recorded in this office: now, therefore, I (here the name of the secretary shall be inserted), secretary of the Commonwealth of Massachusetts, do hereby certify that said (here the names of the subscribers to the agreement of association shall be inserted), their associates and successors, are legally organized and established as and are hereby made an existing corporation under the name of (here the name of the corporation shall be inserted), with the powers, rights, and privileges, and subject to the limitations, duties, and restrictions, which by law appertain thereto. Witness my official signature hereunto subscribed, and the seal of the Commonwealth of Massachusetts hereunto affixed, this — day of — in the year —. (In these blanks the day, month, and year of execution of the certificate shall be inserted.)

The secretary shall sign the same and cause the seal of the commonwealth to be thereto affixed, and such certificate shall have the force and effect of a special charter, and shall be conclusive evidence of the existence of such corporation. He shall also cause a record of such certificate to be made, and a certified copy of such record may be given in evidence with like effect as the original certificate.

72. Elections of officers. Agents.—24. The directors, clerk, and treasurer shall be chosen annually by the stockholders by ballot, and shall hold their offices for one year and until others are chosen and qualified in their stead. The manner of the choice or appointment of all other agents and officers, and the manner of filling all vacancies, shall be prescribed by the by-laws.

CHAP. CXV. OF ASSOCIATIONS FOR CHARITABLE, EDUCATIONAL AND OTHER PURPOSES.

73. How incorporated.—1. Seven or more persons within this commonwealth, who associate themselves together by such an agreement in writing as is hereinafter described,

with the intention of forming a corporation for any of the purposes hereinafter specified, upon complying with the provisions of section four shall be and remain a corporation.

74. Purposes.—2. Such association may be formed for any educational, charitable, benevolent, or religious purpose.

75. Contents of agreement.—3. The agreement shall state that the subscribers thereto associate themselves with the intention of forming a corporation, the name of the corporation, the purpose for which it is formed, the town or city, which shall be in this commonwealth, in which it is located, and, if it has a capital stock, the amount thereof, and the number and par value of its shares, which par value may be either twenty-five, fifty or one hundred dollars. The name shall be one not previously in use by an existing corporation, shall indicate that it is a corporation or company, and shall be changed only by act of the general court.

76. Organization. Fee.—4. The associates shall meet for organization, organize, and certify their organization in the manner provided for manufacturing corporations by sections eighteen, twenty, and twenty-one of chapter one hundred and six;* and the commissioner of corporations and the secretary of the commonwealth, upon the payment of a fee of five dollars to the secretary, shall perform in respect to corporations organized under this chapter, the acts required of them in respect to manufacturing corporations by said section twenty-one; and the certificate of incorporation shall be in the same form, except as modified in accordance with section six† of this chapter, and shall have the same legal force and effect, as the certificates issued under said section twenty-one.

77. By-laws.—5. The corporation may prescribe by its by-laws the manner in which and the officers and agents by whom the purposes of its incorporation may be carried out.

78. May have trustees instead of directors.—6. The corporation may have, instead of a board of directors, a board of trustees, managers, or executive committee, prudential committee, wardens and vestry, or other officers with the powers of directors; and its certificate of organization may be made, signed, and sworn to by its presiding, financial, and recording officers, and a majority of its other officers having the powers of directors; and the certificate issued by the secretary under

* See Nos. 69, 70, 71, pp. 171, 172.

† No. 78, p. 174.

the provisions of section four shall be modified to correspond with the facts in each case.

79. May hold property, and receive gifts. Limit upon property.—7. The corporation may hold real and personal estate, and may hire, purchase, or erect suitable buildings for its accommodation, to an amount not exceeding five hundred thousand dollars, to be devoted to the purposes set forth in its agreement of association, and may receive and hold in trust or otherwise funds received by gift or bequest to be devoted by it to such purposes.

80. Existing corporations may adopt provisions of this chapter.—13. Nothing contained in this chapter shall affect the existence of any association or corporation formed before the twenty-seventh day of July in the year eighteen hundred and seventy-four, under the provisions of any statute, for any of the purposes mentioned in section two; and any such corporation may, at a meeting called for the purpose, vote to adopt the provisions of this chapter, and, upon so voting and complying with the provisions of this section, shall have the powers and privileges and be subject to the duties and obligations of corporations formed under this chapter. After so voting, the corporation may present to the commissioner of corporations a certificate signed and sworn to by its presiding, financial, and recording officers, and a majority of its other officers having the powers of directors, setting forth a copy of its agreement of association and of said vote and the date of the meeting at which the vote was adopted, and may present such further evidence as the commissioner may require of the legal existence of the corporation, and of its intention to adopt the provisions of this chapter. The commissioner shall examine the certificate and evidence of organization, and, if it appears that the provisions of law have been complied with, shall certify that fact and his approval of the certificate by indorsement thereon. The secretary of the commonwealth, upon payment of a fee of five dollars and upon the deposit in his office of said certificate with the indorsement thereon, shall cause the same to be recorded, and shall issue a certificate in the following form:

81. Form of certificate of organization. Certificate to be evidence.

COMMONWEALTH OF MASSACHUSETTS.

Be it known that whereas (*here the names of the original subscribers shall be inserted*) have formerly associated them-

selves with the intention of forming a corporation, under the name of (*here the name of the corporation shall be inserted*), for the purpose (*here the purpose declared in the articles of agreement shall be inserted*), under the provisions of (*here the designation of the statute under the provisions of which organization was effected shall be inserted*), with a capital of (*here the amount of the capital stock as it stands fixed by the corporation at the date of the certificate shall be inserted, or, if there is no capital stock, this clause shall be omitted*), and the provisions of the statutes of this commonwealth in such case made and provided have been complied with, as appears from the certificate of the proper officers of said corporation, duly approved by the commissioner of corporations, and recorded in this office: now, therefore, I (*here the name of the secretary shall be inserted*), secretary of the Commonwealth of Massachusetts, do hereby certify that said (*here the name of the corporation shall be inserted*) is legally organized and established as an existing corporation, with the powers, rights, and privileges, and subject to the limitations, duties, and restrictions, which by law appertain thereto.

Witness my official signature, hereunto subscribed, and the seal of the Commonwealth of Massachusetts, hereunto affixed, this day of , in the year . (*In these blanks, the day, month, and year of execution of the certificate shall be inserted.*)

The secretary shall sign the same, and cause the seal of the commonwealth to be thereto affixed, and such certificate shall be conclusive evidence of the existence of such corporation at the date of such certificate. The secretary shall also cause a record of such certificate to be made, and a certified copy of such record may be given in evidence with like effect as the original certificate.

APPOINTMENT OF TRUSTEES BY CHURCHES OR RELIGIOUS SOCIETIES UNDER CHAPTER XXXIX.

(Act of March 12, 1884.)

82. Trustees may be appointed. Powers.—1. Churches or religious societies may appoint trustees, not exceeding five in number, who shall with their successors be a body corporate, for the purposes mentioned in section one of chapter thirty-nine* of the Public Statutes, and shall be subject to all of the

* See p. 167.

provisions of said chapter applicable thereto, and any funds, held by the bodies corporate mentioned in the first and second sections of said chapter, may be transferred to said trustees to be held in trust in like manner by them.

INCORPORATION OF CHURCHES.

(Act of June 13, 1887.)

83. Churches may be incorporated.—1. Any church now existing or that may be hereafter organized in this commonwealth, may be incorporated according to the provisions of this act.

84. Notice of meeting.—2. A notice signed by one or more of the members of such a church, stating the object, time and place of the meeting for the incorporation of the church, and the first election of officers under the provisions of this act, shall be posted in a conspicuous place near one of the principal entrances of the usual place of meeting of said church, at least fifteen days previous to the time of such meeting.

85. Election of officers and standing committee.—3. The resident members of such church of twenty-one years of age and upwards may assemble at their place of worship and by ballot elect a moderator, clerk, treasurer, a standing committee of not less than three nor more than twenty-four members and such other officers as they may deem necessary. The clerk shall be sworn.

86. By-laws.—4. The church may prescribe by its by-laws the manner in which and the officers and agents by whom the purposes of its incorporation may be carried out. When no provision is made by any vote or by-law of the church for calling meetings, they shall be called in such manner as the standing committee may direct.

87. Standing committee to certify organization. Fees.—5. The standing committee so elected shall certify the organization of such a church to the commissioner of corporations in such form as he shall prescribe, who with the secretary of the commonwealth, upon payment of a fee of five dollars to the secretary, shall perform the same duties and with the same legal effect as in the case of corporations organized under chapter one hundred and fifteen of the Public Statutes; and except as provided in this act churches incorporated under

the provisions of this act shall have the same powers and privileges and shall be subject to the same duties, restrictions and liabilities as corporations established under said chapter one hundred and fifteen.*

88. Members and voters.—None but members of such a church shall be members of any such corporation, and none but resident members of such church of twenty-one years of age and upwards shall vote.

89. Deacons may convey trust estates to church.—7. The deacons of any such church holding real or personal estate under the provisions of chapter thirty-nine of the Public Statutes, may convey any such estate to the church of which they are deacons, if incorporated under the provisions of this act, and such estate shall thereafter be held by the church, subject to the same uses and trusts as when held by said deacons.

90. Religious societies may convey estate to church.—8. Any religious society connected with a church incorporated under the provisions of this act, may at any meeting in the call for which notice has been given of the object of the meeting, by a three-fourths vote, authorize one or more persons in its name and behalf to convey to such church any real or personal estate belonging to it, and such estate shall thereafter be held by the church subject to the same uses and trusts as when held by said religious society.

CONDITIONS AND RESTRICTIONS ON REAL ESTATE.

[Act of June 16, 1887.]

91. Time-limit as to restrictions on real estate not applicable to religious gifts.—1. When the title or use of real estate is affected by conditions or restrictions unlimited as to time, such conditions or restrictions shall be construed as being limited to the term of thirty years from the date of the deed or other instrument or the date of the probating of the will creating such conditions or restrictions except only in cases of gifts or devises for public, charitable or religious purposes. This act shall not apply to existing conditions or restrictions or to such as may be contained in a deed, gift, or grant of the commonwealth, nor shall it operate in any case to defeat restrictions for a term of years certain.

* See p. 173.

ASSESSMENT AND COLLECTION OF TAXES BY RELIGIOUS
SOCIETIES.

[In effect June 16, 1887.]

92. Taxes not to be assessed on polls or estates, except pews.—1. Religious societies shall not assess taxes on the polls or estates of their members; *Provided*, That pews may be assessed as heretofore.

93. Section 21, Chap. 38, repealed.—2. Section twenty-one of chapter thirty-eight of the Public Statutes, and all acts and parts of acts inconsistent herewith are repealed.

BY-LAWS OF INCORPORATED RELIGIOUS SOCIETIES.

[Act of May 10, 1888.]

94. Religious societies may make by-laws.—1. Any religious society now incorporated or which may hereafter be incorporated under the laws of this commonwealth may make by-laws for the purpose of warning and calling its meetings and for all other purposes which it may deem necessary for the management of its affairs. But no by-laws shall be made by any religious society repugnant to law or to its charter.

RECORDS OF EXTINCT CHURCHES OR RELIGIOUS SOCIETIES.

[Act of April 26, 1890.]

95. Records to be delivered to clerk of town.—Section fifteen of chapter thirty-seven of the Public Statutes is hereby amended . . . so that as amended the section shall read: Section 15. When a church or religious society ceases to have a legal existence, and the care of its records and registries is not otherwise provided for by law, the person having possession of such records or registries shall deliver them to the clerk of the city or town in which such church or society was situated, and such clerk may certify copies thereof. If the person having possession of such records or registries neglects to deliver them to the clerk of the city or town entitled to receive them as aforesaid, such clerk shall demand the same.

DEFINING GROUNDS AND WAYS UNDER THE CONTROL OF ED-
UCATIONAL AND RELIGIOUS ASSOCIATIONS.

[Act of April 6, 1892.]

96. Bounds for annual sessions, how defined.—1. Any educational or religious association, incorporated under chapter

one hundred and fifteen of the Public Statutes, may define and fix bounds upon private grounds and private ways under its control leading to public streets, railroads or railways, ponds or streams, for the purposes of its annual sessions, within which bounds no person shall be permitted to enter or pass unless in conformity with the regulations made by its board of management; *Provided*, That before its said sessions, and during the continuance thereof, it shall have conspicuously posted at all entrances of said defined premises the said regulations.

97. May appoint officers of the peace.—2. The officers of said association may designate any officers authorized to serve criminal processes within any town or city of the county where it is located, to act at its sessions for the preservation of public peace, the enforcement of its regulations and service of criminal processes within said defined premises.

98. Fines, limit upon.—3. Whoever, contrary to the aforesaid regulations, after notice thereof, enters or passes within the bounds so fixed, shall be punished by a fine not exceeding five dollars.

99. Powers, limit upon.—4. The foregoing provisions shall not authorize any such association to occupy or include within such bounds the land of any person without his consent, nor to obstruct travel on any public highway.

PARTICULAR DENOMINATIONS.

100. Special provisions for the incorporation and management of denominational churches are made as follows: Chapter 38, section 43, Protestant Episcopal church; sections 44-47, Methodist Episcopal church; sections 48-50, Roman Catholic church; Chapter 39, section 8, the Quakers. See, also, other sections of chapter 39, of the Public Statutes; and Chapter 239, Laws of 1888, Act of May 26, in relation to Protestant Episcopal and Reformed Episcopal churches. Act of Mar. 28, 1895, makes provision for the American Unitarian Association.

[Addition, 1895.]

101. Fees.—The Act of Mar. 27, 1895, appears to reduce fees for certificates, pp. 174, 175, to one dollar.

MICHIGAN.

CONSTITUTION. Article XV.

[In effect Jan. 1, 1851.]

1. General laws to be enacted.—1. Corporations may be formed under general laws, but shall not be created by special act, except for municipal purposes. All laws passed pursuant to this section may be amended, altered or repealed

. . . .

2. Time-limit of charters.—10. No corporation, except for municipal purposes, or for the construction of railroads, plank roads, and canals, shall be created for a longer time than thirty years; but the Legislature may provide by general laws applicable to any corporation for one or more extensions of the term of such corporation while such term is running, not exceeding thirty years for each extension; *Provided*, That in cases of corporations where there is no capital stock, the Legislature may provide the manner in which such corporations may be reorganized. [As amended April, 1889.]

3. Limitation on real estate.—12. No corporation shall hold any real estate hereafter acquired, for a longer period than ten years, except such real estate as shall be actually occupied by such corporation in the exercise of its franchises.

4. Notice of alterations of charters.—16. Previous notice of any application for an alteration of the charter of any corporation shall be given in such manner as may be prescribed by law.

GENERAL STATUTES, 1882.

CHAP. CLXX. CHURCHES AND RELIGIOUS SOCIETIES.

5. How incorporated.—4618. It shall be lawful for any number of persons of full age, not less than five, who may be desirous of forming themselves into a church, congregation, or religious society to be connected with some church organiza-

tion, and who shall sign articles of association for that purpose, to assemble together at such place as they may select, and by a plurality of votes, by ballot, elect any number of discreet persons, being laymen, not less than three nor more than nine in number, a majority of whom shall, both in case of a church and in case of a society connected with a church, be members of such church, as trustees, to take charge of the property belonging to, and transact all affairs relative to the temporalities of such church, congregation or society. At any time after such church, congregation or society shall have become duly organized, it shall be lawful for it, at a meeting thereof called in accordance with the provisions of this act, by a vote of two-thirds of the members of such church, congregation, or society entitled to vote, present at any such meeting, to amend its articles of association in any manner not inconsistent with the provisions of this act, and such amendments shall become operative on filing a copy of the same certified by the moderator, chairman or president and clerk of such meeting, with the clerk of the county where such church, congregation or society is organized.

6. Minister may be president. Qualifications of voters.—4619. It shall be lawful for any such church, congregation or society to choose their minister, priest, curate, rector, parson or officiating clergyman for the time being, to be the president of said corporation and of its meetings, by vote, as aforesaid, and at the first election provided for in this act, every person of full age who shall have signed the articles shall be entitled to vote.

7. Notice of election.—4620. The minister, priest, rector, curate, parson or officiating clergyman of such church, congregation, or if none of them be present, one of the elders or deacons, church wardens, or vestrymen thereof, and for want of such officers, any other person being a member or stated hearer in such church, congregation or society, shall publicly notify said congregation of the time when and the place where, any election shall be held; and such notification shall be given for two successive Sabbaths on which such church, congregation or society shall stately meet for public worship next preceding the election.

8. Inspectors of election. Certificates of trustees.—4621. Any two of the elders, deacons, church wardens or

vestrymen of such church, congregation or society, or if such officers shall not be present, then any two voters present, to be nominated by a majority of the voters, shall be inspectors of the election, receive the votes and determine the qualification of voters; and they shall immediately after the election certify, under their hands and seals, the names of persons elected to serve as trustees or vestrymen, in which certificate the name by which the said trustees or vestrymen, and their successors in office shall forever thereafter be known and called, shall be particularly mentioned and specified, and such trustees may in said certificate be denominated vestrymen, or church wardens and vestrymen, executive committee, or any other name stated in the certificate: *Provided, always,* That they shall have all the power specified in this act, and be elected in the manner provided for in this act.

9. Certificates to be acknowledged and recorded.—4622. Such certificate shall be acknowledged by the person making the same, or proved by a subscribing witness thereto, before some officer authorized to take acknowledgment of deeds; and said certificate, with the certificate of acknowledgment, or proof thereof, and the articles of association shall be recorded by the clerk of the county within which the church or place of worship of such congregation shall be situated, in a book to be by him provided for that purpose, who shall be entitled to ten cents for each folio for recording the same; and thereafter such trustees and their successors shall be a body corporate, by the name expressed in such certificate.

10. Common seal. Trustees to take possession of property.—4623. Such trustees may have a common seal, and may alter the same at pleasure; and they may take into their possession and custody all the temporalities of such church, congregation, or society, whether the same shall consist of real or personal estate, and whether the same may have been given, granted or devised, directly or indirectly, to such church, congregation or society, or to any other person or persons for their use.

11. Rights and powers of trustees. Limit upon real estate.—4624. Such trustees may, also, in their corporate name, sue and be sued in all courts and places; and they may recover and hold all the debts, demands, rights, and privileges, all churches, buildings, burying places, and all the estate and

appurtenances belonging to such church, congregation or society, in whatsoever manner the same may have been acquired, or in whose hands soever the same may be held, as fully and amply as if the right and title thereto had been originally vested in said trustees; and they may hold moneys or personal estate, raised or acquired for the purpose of erecting churches or houses of residence for their minister or priest, or for the purpose of burial ground, for a period not exceeding one year before investment thereof, and not exceeding the value or amount of twenty thousand dollars; and they may hold, for a period not exceeding three years, any land which may be lawfully conveyed to them not exceeding five thousand dollars in value, to be sold for the purpose of raising a fund for erecting, repairing, or improving a church or churches; or other buildings aforesaid, or for the purchase or improvement of any cemetery or burial ground. But all such lands shall revert to the donor or grantor, his or her heirs or assigns, if not disposed of within the time aforesaid.

12. Powers of trustees over property. Limitations.—^{4625.} The said trustees or wardens and vestrymen shall also have authority, under the direction of the church, congregation or society, to sell and convey, mortgage or lease any real estate belonging to such church, congregation or society, or held by them as such trustees, or wardens and vestrymen, and to erect or purchase churches and meeting houses, and dwelling houses for their ministers and priests, and other buildings for the direct and legitimate use of their church, congregation, or society, and to alter and repair the same, but for no secular purpose; *Provided*, That no such sale or conveyance shall be made in any case where it would be inconsistent with the express terms, or plain intent of the grant, donation, conveyance, or devise by which the same was conveyed or devised to or for the use of such church, congregation, or society; nor unless the vote or assent of at least two-thirds of those present and entitled to vote, at any meeting of the church, congregation or society duly called for that purpose, shall be obtained therefor.

13. Trustees to manage temporalities.—^{4626.} They shall also have authority to make rules and orders for managing the temporal affairs of such church, congregation, or society, and to dispose of all moneys belonging thereto, and to order and regulate the renting of pews or slips in their meeting-houses and churches, and the perquisites for the breaking of

the ground and burial of the dead in the cemetery or churchyard, and in the said churches or meeting-houses.

14. Officers of trustees. Duties of clerk.—4627. They may appoint a clerk and a treasurer of their board, and a collector to collect their rents and revenues, and may regulate the fees to be allowed such clerk, treasurer and collector, and may remove them and appoint others in their stead, at pleasure; and such clerk shall enter all rules and orders made by such trustees, and payments ordered by them, in a book to be procured by them for that purpose.

15. Trustees, meetings. President to have casting vote.—4628. Any two of the trustees may at any time call a meeting of the trustees, and a majority of them, being lawfully convened, shall be competent to do and perform all matters and things which such trustees are authorized to do and perform; and said trustees may elect the minister, priest, curate, rector, parson, or officiating clergyman of said society, for the time being, to preside at such meetings, who shall have no vote except in case of a tie of the board, when he shall have a casting vote.

16. Trustees, term of office. Annual election of full board.—4629. The said trustees shall hold their office for three years, and until their successors shall have been elected and entered upon the discharge of their duties; and immediately after their first election, as hereinbefore provided, the said trustees shall be divided by lot into three classes, numbered one, two, and three; and the seats of the first class shall be vacated at the end of the first year, of the second class at the end of the second year, and of the third class at the end of the third year, to the end that as near as may be, one-third part of the whole number of the trustees may be annually chosen; *Provided, however,* That any persons entering into articles of association as aforesaid, may provide in said articles for the election of the whole board of trustees once in each year, at such time as they may appoint, in the manner above prescribed, and said whole number may be elected in conformity to such provisions.

17. Annual meeting, time how changed. Notices.—4630. Such church, congregation or society shall have power, at a meeting regularly called for that purpose by like notice as is required for the calling of a meeting for the election of trustees, to change the time of holding its annual meeting for the

election of trustees; and it shall be the duty of the clerk of said trustees at least one month before the time regularly fixed for the holding of such annual meeting, to give notice thereof in writing to the minister, priest, curate, rector, parson, or officiating clergyman, or in case of his death or absence to the elders or church wardens, or if there be no elders or church wardens then to the deacons or vestrymen of any such church, congregation or society, specifying in such notice the names of the trustees whose office will expire; and the minister, priest, curate, rector, parson, or other officer receiving such notice shall, in manner aforesaid, notify the members of such church, congregation or society of such vacancies and appoint the time and place for the election to supply the same. [As amended May 15, 1889.]

18. Election of trustees, time of.—4631. Such election shall be held at least six days before vacancies shall occur as aforesaid; and all subsequent elections shall be held and conducted by the like persons, and in the same manner as hereinbefore provided for the first election; and in case any vacancy shall occur by the death of a trustee, his refusal to act, or removal from the church, congregation or society, before his term of office expires, or otherwise, notice thereof shall be given as aforesaid, and an election shall be held, and another trustee chosen in his stead for the remainder of his term.

19. Stated hearers to be voters.—4632. No person belonging to any such church, congregation or society, incorporated under the provisions of this act, shall be entitled to vote at any election after the first, until he shall have been an attendant on public worship in such church, congregation, or society, at least six months next before such election, and shall have contributed to the support of such church, congregation, or society, according to the usages and customs thereof.

20. Clerk to register stated hearers.—4633. The clerk of the trustees shall keep a register of the names of all such persons as shall desire to become stated hearers in the said church, congregation, or society, and shall therein note the time when such request was made; and the said clerk shall attend all subsequent elections, in order to test the qualifications of such voters, in case they shall be questioned.

21. Trustees not to fix salary of minister.—4634. Nothing in this act contained shall be construed to give such

trustees the power to fix or ascertain the salary or compensation to be paid any minister or priest, curate, rector, or parson, but the same shall be ascertained and fixed by a majority of such church, congregation or society entitled to vote at the election of trustees.

22. Real estate, how sold.—4635. It shall be lawful for the circuit court for the county in which any such religious corporation shall have been constituted, on the application of such corporation, if such court shall deem it proper, to make an order for the sale of any real estate belonging to such corporation, and to direct the application of the moneys arising therefrom, to such uses as the said corporation, with the approbation of said court, shall conceive to be for the interest of such corporation; *Provided*, That no sale shall be authorized by the court in any case where it would be inconsistent with the express terms or plain intent of the grant, donation, conveyance, or devise by which the same was conveyed or devised to or for the use of such church, congregation, or society, prior to the passage of this act.

23. Notice of application for order of sale.—4636. At least thirty days previous notice of any such application to the circuit court shall be given, by publishing the same in some newspaper published in the county, if one be there published, if not, by posting up notices in three or more public places in such county.

24. Real estate to be held in trust.—4637. All lands, tenements, and hereditaments, that have been or may hereafter be lawfully conveyed by devise, gift, grant, purchase, or otherwise, to any persons as trustees in trust, for the use of any church, congregation, or religious society, organized, or which may be hereafter organized, within this State, either for a meeting house, burial ground, or for the residence of a preacher or priest, shall vest and descend, with the improvements, in perpetual succession to, and shall be held by the trustees provided for by this act, in trust for such church, congregation or society.

25. No church officer to hold property as such.—4638. No bishop, vicar, rector, parson, curate, priest, deacon, or other officer of any church, religious body, order, society, or association; no superior or other officer or member, male or female, of any religious order, ecclesiastical or lay, nor of any

ecclesiastical, educational or charitable institution or establishment, shall, in consequence of such office or membership, or in the character or capacity of such officer or member, have, possess or exercise any power, capacity or franchise of a corporation sole, so far as relates to the taking, holding, managing, selling or transmitting property; and every gift, grant, devise, bequest, conveyance, or lease of any real estate, or interest therein, or any use or benefit to arise therefrom, or of money, or of other property invested therein or to arise therefrom, hereafter made, or attempted to be made, by deed, will, or otherwise, to any such officer or member, by his or her name of office or membership, or in the character of such officer or member, shall be utterly void, to all intents and purposes; and no corporation for religious, ecclesiastical, educational, or charitable purposes, shall be recognized as existing by the common law, the canon law, or by prescription, or in any other manner, except by express statute of this State; *Provided*, That this section shall in no way invalidate any right of property, or right of action heretofore vested; and *Provided further*, That this section is not intended as any implication or admission of any previous corporate capacity incident to such official character or membership, as herein above mentioned.

26. No ecclesiastical law or custom to affect the tenure of real estate.—4639. Neither the canon law, nor the decrees, nor any decree or order of any ecclesiastical council or body, nor any custom or usage thereon, nor any custom or usage of any church, congregation, or religious society, or religious order, shall hereafter be recognized or enforced in this State, so far as such law, usage or custom, shall relate to the acquisition, the tenure, or the control or disposition of any real estate, or any interest therein, or any use or trust connected, or to be connected therewith; *Provided, nevertheless*, That this section shall not in any manner impair or invalidate any grant, devise, or other conveyance heretofore made, nor shall this section be construed as a recognition of the prior legality or obligation of such law, usage or custom, in this State.

27. Certain devises, etc., void unless made to corporation.—4640. No grant, conveyance, devise, or lease of any real estate, dedicated or appropriated to the purposes of religious worship, or for any religious or ecclesiastical purposes, or appearing to be intended to be managed or controlled by any church, congregation or society, or any officer or officers thereof,

in his or their official capacity, shall hereafter vest any right, title or interest in any person or persons to whom such grant, conveyance, devise, or lease may be made, unless the same shall be made to a corporation organized under some statute of this State, or of the late Territory of Michigan, or under the provisions of this act, or some act hereafter passed, amending or altering the same.

28. Existing societies confirmed, subject to this act. Vacancies. Reincorporation after dissolution.—4641. Every church, congregation, or religious society heretofore incorporated in pursuance of any statute of this State, or of the late Territory of Michigan, and not since dissolved, shall be, and is hereby established and confirmed, subject, nevertheless, to the provisions of this act, so far as they may be constitutionally subjected thereto, without impairing rights heretofore legally vested; and all vacancies which may hereafter occur in the office of trustee of any church or religious society, heretofore incorporated under any statute of this State, or of the late Territory of Michigan, shall be filled by an election, as provided for the filling of vacancies in such office under this act; and in case of the dissolution of any such corporation, or of any corporation hereafter to be formed, in pursuance of the provisions of this act, for any cause whatever, the same may be incorporated under the provisions of this act, at any time within six years after such dissolution, and thereupon all the estate, real or personal, formerly belonging to the same, and not lawfully disposed of, shall vest in such corporation, as if there had been no dissolution.

29. Act applies to all religious societies.—4642. The provisions of this chapter shall apply to all churches, religious congregations, religious societies, religious and ecclesiastical orders, and every association of persons for religious purposes.

30. How corporations may unite.—4643. Any two or more corporations, formed under the provisions of this act, may be united into one corporation upon complying with the following conditions:

1. Each of such separate corporations shall, at its annual meeting or at a meeting called by a majority of its trustees expressly to consider the propriety of such consolidation, notice of which shall be given in the same manner, as notice of the annual meeting, pass a resolution by a majority vote of the

members of such corporation present at such meeting, declaring it expedient that such consolidation should take place, which resolution and the vote by which it was passed, shall be entered on the records of such corporation, and the record of such meeting shall be signed by the chairman and clerk thereof;

2. After such resolution shall have been passed by the respective corporations, the trustees thereof together, or a majority of such trustees, shall call a meeting of all the members of the different corporations, to be consolidated for the purpose of forming a new corporation from the members composing said several corporations;

3. Notice of the time, place and object shall be read for two successive Sundays next prior to such meeting, in the several places in which public worship shall be held by such churches, congregations or religious societies respectively on said days, and if there shall be no public worship on said successive Sundays in any one of said churches, congregation or societies, then such notice may be given by posting copies thereof in at least three public places in the township or townships in which such several corporations may be located, at least fourteen days before the time of such meeting; and one copy of such notice shall be posted on the door of the place of worship of each of said several corporations, if any such place of worship it has;

4. At a meeting thus called, articles of association shall be entered into by not less than three discreet persons of full age, from each of such several corporations to be consolidated, and all the members of such corporations present at such meeting, shall have the privilege of signing such articles of association;

5. After such articles of association for the purpose of such consolidation shall have been signed as above provided, said meeting shall elect not less than five nor more than nine trustees of such new corporation.

31. Record of articles incorporates. Powers.—4644. When such new articles of association entered into in accordance with the provisions of the preceding section, shall have been recorded in the office of the county clerk as provided in section six of this act, such separate corporations shall thereby become consolidated and merged therein, and the corporation thus formed shall thereupon succeed to, and become the legal owner of all the property both real and personal of such separate corporations, and shall also be liable for all the obligations before incurred by such several corporations.

32. Property of dissolved church controlled by denomination.—4645. When any church which has worshiped in connection with any religious society formed under the provisions of this act, shall have voluntarily dissolved its church organization, such religious society shall also be dissolved, and the trustees thereof shall hold the property of such society in trust to be disposed of by them, and the proceeds thereof shall be paid over to such religious organizations as shall be designated by the vote of the conference association or convention with which such dissolved church organization had been connected.

33. By-laws for registration of voters.—4646. It shall be lawful for any church, congregation or religious society to adopt by-laws requiring and regulating the registration of all members of such corporation who are entitled to vote at any meeting of such church, congregation or society; and in that case only those thus registered shall vote.

APPOINTMENT OF TRUSTEES IN CERTAIN CASES.

34. Trustees for the denomination, how chosen.—4647. That whenever, by the constitution, rules or usages of any particular church or religious denomination, trustees are required of and for such religious denomination, such trustees shall be nominated and elected according to the rules and usages of such religious denominations. It shall be the duty of the officer presiding over such election to give to such trustees a certificate of their election, under his hand and seal, specifying the name by which such trustees and their successors shall forever thereafter be called and known, which certificate shall be acknowledged or proved by a subscribing witness thereto before some officer authorized to take acknowledgments of deeds, and the said certificate, with the certificate of acknowledgment or proof thereof, shall be recorded by the clerk of the county within which the church or place of worship of such congregation shall be situated, in a book to be by him provided for that purpose, who shall be entitled to ten cents for each folio, for recording the same; and thereafter such trustees and their successors shall be a body corporate, by the name expressed in such certificate, with all the rights, powers, and privileges of other religious corporations constituted according to law.

35. Other acts repealed.—4648. All acts or parts of acts conflicting with the provisions of this act are hereby

repealed, and the Legislature shall have power to amend or repeal this act at any time hereafter, at its discretion.

36. Legal organization presumed after ten years.—4649. That whenever any religious society or corporation shall have exercised the franchises and privileges of a corporation for the term of ten successive years, the same shall be presumed to have been legally organized in pursuance of the laws of this State.

CHANGE OF CORPORATE NAME

37. How changed.—4650. That when any church or religious society shall desire to change its corporate name, the same may be done by a vote of two-thirds of the society, conference, vestry, session, synod, or official board, so desiring to change its name as aforesaid, present and voting at a regular meeting of the same; previous notice having been given of such proposed change at least twenty (20) days before such meeting.

38. Certificate of vote.—4651. Whenever such vote shall be taken, the clerk or secretary of the meeting shall make a certificate of the fact, which certificate shall be countersigned by the presiding officer of the meeting, rector, presiding elder, or minister, and this certificate shall be acknowledged before some officer authorized to take acknowledgment of deeds.

39. Record of certificate validates change.—4652. Such certificate shall be recorded in the office of the county clerk for the county in which such society is located, and when so recorded the said society shall be known in law by the new name, and shall be entitled to all the rights and privileges of the original society as it regards property, real and personal, deeds and franchises, and shall be subject to and liable for all debts and obligations of the corporation by the former name, the same as if the name had not been so changed.

INCORPORATION OF ECCLESIASTICAL BODIES.

40. How incorporated.—4653. That whenever any ecclesiastical association, conference, convention, convocation, presbytery, synod, or any religious society in which three or more regularly organized churches are represented, shall desire to enjoy corporate rights and powers, they may, by resolution entered on their minutes, declare their purpose to become incorporated, and may express therein the name by which they may desire to be known and the object of such incorporation,

which shall not be repugnant to any law of this State or of the United States; and whenever a copy of such resolution, duly attested by the presiding officer and secretary, or clerk of the meeting at which the same was adopted, together with a copy of the organic law by which such association or other hereinbefore mentioned body or society is governed, shall be deposited in the office of the secretary of State; thereupon such association or other religious body or society as aforesaid, shall be a body corporate by the name which shall be expressed in said resolution, with all the powers and privileges, and subject to all the provisions and restrictions, applicable in chapter fifty-five of the Revised Statutes of eighteen hundred and forty-six.*

41. Corporation may hold property. Limit. Purposes.—4654. Any such corporation may hold real and personal estate, not exceeding in value one hundred thousand dollars, to be devoted exclusively to the diffusion of religious principles and the building up of churches, Sunday-schools and other religious objects, and the establishment and maintenance of religious societies or churches.

42. Report on property. Name, how changed.—4655. Any corporation formed under this act shall, whenever required by the attorney general, secretary of State, or either house of the State Legislature, report a full statement of its real and personal estate, exhibiting all its financial affairs; which shall, within a reasonable time after demand, be filed in the office of the secretary of State, and said corporation may, by a vote of two-thirds of all the members, at any time change the name thereof. Notice of such change shall be forthwith filed in the office of the secretary of State, and such change, when made, shall in nowise affect the liability of such corporations for any debts or obligations due, or (to) become due, from it.

EXERCISE OF CORPORATE POWERS BY RELIGIOUS ASSOCIATIONS.

43. How incorporated.—4656. That when there is organized within this State any diocese, synod, conference, district or other organization, being an association of congregations or societies of a religious denomination, which shall desire to possess corporate powers in order to effectuate the purposes of such organization, such diocese, synod, conference, or board of district stewards, at a meeting thereof, held and conducted according to the rules and regulations of such organization or

*See No. 55, Section 4860, *seq.*, p. 195.

association, there being present at such meeting a majority of the members constituting such organization, may elect trustees in number not more than nine nor less than three, and also designate the corporate name by which such trustees and their successors in office shall be known.

44. Certificate of election when recorded to be evidence of incorporation.—4657. It shall be the duty of the officer presiding over such election to give to such trustees a certificate of their election under his hand and seal, specifying the name by which such trustees and their successors shall thereafter be known. Such certificate shall be acknowledged by the person making the same before some officer authorized to take acknowledgments of deeds, which certificate and the acknowledgment thereof shall be recorded by the county clerk of the county in which such meeting was held, in a book provided for such or similar purpose; such clerk shall be entitled to receive ten cents for each folio for recording the same; and thereafter such trustees and their successors shall be a body corporate by the name expressed in such certificate; they and their successors shall hold their offices for the term of one year, or until the organization or association first making such election elect others to succeed them; and a certified copy of the record of said certificate under the seal of the county clerk where the said record is made and kept shall be received as *prima facie* evidence of the due existence and incorporation of such association in all courts in this State.

45. Seal. Powers. Conveyances.—4658. Such trustees may have a common seal, and may alter the same at pleasure, and by their corporate name may take into their possession, hold, and enjoy all the property, real and personal, purchased for, devised, granted, or conveyed to them for the use and benefit of such religious organization; they may also, in such corporate name, sue and be sued in all courts, recover and hold all debts, demands, rights, and privileges, and when such organization shall order by vote, at a meeting thereof, a majority of all the members composing such organization being present and voting therefor, such trustees may sell and convey, mortgage or lease any real estate belonging to such organization, or held by them as such trustees. And in every case of sale, conveyance, or incumbrance of real estate, said trustees shall cause to be filed in the office of the register of deeds of the county in which such real estate is situated, a copy of the

acts of said association authorizing such sale, conveyance, or incumbrance, duly certified by the secretary of said association, to be a true copy of said proceedings and the whole thereof; and said certified copy of said proceedings, with the said certificate, and the certificate mentioned in section two of this act,* may be recorded in the office of the register of deeds of the county where said real estate is situated. And when so recorded the said record or a certified copy thereof made by the said register of deeds aforesaid, shall be received as *prima facie* evidence of all the facts and acts of such association as appears in said record, in all courts in this State.

CHAP. CLXXII. INCORPORATION OF PRESBYTERIAN CHURCHES.

46. Certificate of organization, contents of.—4671.

That whenever any church, the government of which, by its constitution and usages, is vested in ruling elders, shall desire to have and possess corporate powers and privileges, the session or consistory of such church may execute and acknowledge, before any officer authorized to take acknowledgments of deeds, a certificate which shall contain:

1. The name of the proposed corporation;
2. The township, or city and county in which it is located;
3. The election of such church, whether the corporate power shall be vested in the ruling elders and deacons thereof, or in the deacons alone, and whether the pastor of such church shall or shall not be a member of such corporation;
4. The election of such church, whether the acts of the officers named in the exercise of their corporate power, shall or shall not be subject to be reviewed by the higher judicatories of the church, in the mode prescribed by the constitution and usages thereof.

47. Record of certificate incorporates.—4672. Such certificates shall be signed by at least a majority of such session or consistory, and when duly acknowledged by the signers thereof, shall be recorded in the office of the county clerk of the county named therein; and thereupon the pastor, ruling elders and deacons, the pastor and deacons, or the deacons, as the case may be, shall become a corporation by the name expressed in said certificate, but a vacancy in the office of pastor shall in no degree affect said corporation.

* See No. 44, Section 4657, p. 194.

48. When only one deacon, elders to be members.—4673. If, in any case where the corporate powers are vested in deacons alone, their number shall be diminished to less than two in office and residing within the bounds of the congregations, then during such time the ruling elders of such church shall be members of said corporation.

49. Who to be members of corporation.—4674. Any person who shall become duly invested with the office of pastor, ruling elder or deacon, in any particular church, shall become a member of the corporation erected for that church, subject to the election of the church, as determined under the provisions of the first section of this act,* and the corporate functions of all officers shall cease on the vacation of the ecclesiastical office.

50. Corporation without officers not to be dissolved.—4675. If it shall happen that any church whose officers have been incorporated under this act, shall be temporarily without officers, such corporation shall not for that cause be dissolved, but the presbytery or classes (classis) to which the church belongs may appoint trustees to execute the functions of such corporation during the existence of the disability, but no longer.

51. Existing corporations may organize under this act.—4676. The congregation of any church, of the description named in the first section of this act, the trustees of which have been incorporated under any law of this State, may elect to dissolve their existing organization, and take corporate powers under this act; *Provided*, That the consent of two-thirds of all persons present at a public meeting, and who are entitled to vote for trustees under such law be obtained, of which meeting due notice of the time and place, and object thereof, shall be given in the manner prescribed by section two thousand and twelve† of the Compiled Laws; if such consent shall be obtained, a certificate thereof shall be executed and acknowledged by the presiding officer and secretary of such meeting, and shall be recorded in the office of the clerk of the county where the original certificate of incorporation was recorded; and on compliance with the provisions of this act, providing for the creation of such corporations, all the property, powers, duties, trusts and obligations of every kind, possessed by or pertaining to the

* See No. 46, Section 4671, p. 195.

† See No. 7, Section 4620, p. 182.

original corporation, shall be transferred to and become vested in the corporation organized for the same church under this act.

52. Powers.—4677. Every corporation created under this act, may sue and be sued, in all courts and places, may have a common seal, and may alter the same at pleasure, may take into their possession and custody all the temporalities of the church or congregation, whether the same shall consist of real or personal estate, and may recover and hold all debts, demands, rights and privileges, all churches, buildings and burying places belonging to the church or congregation, in whatever manner the same may have been acquired, or in whose hands soever the same may be held, as fully and amply as if the right and title thereto had been originally vested in such corporation, and may hold such an amount of real estate as shall be reasonably necessary for a church, lecture or school room, for burying places, and for dwellings for the ministers thereof, but it shall not be lawful for such corporation to hold real estate for any other purpose.

53. May erect churches, etc.—4678. Every corporation created under this act, shall also have authority under the direction of the congregation, to erect churches and meeting houses, dwelling houses for their ministers, and other buildings for the legitimate use of the church or congregation, and to alter and repair the same, and also, under the direction of the congregation, to execute and acknowledge any obligations and securities upon the property of such church or congregation for the payment of just liabilities, which may be created in the erection or repair of such church, meeting house or other buildings.

54. Salary of minister.—4679. No corporation created under this act shall have the power to fix the salary or compensation to be paid any minister, but the same shall be fixed by the congregation, according to the constitution and usages of such church.

CHAP. CXCI.* GENERAL PROVISIONS RELATING TO
CORPORATIONS.†

55. Powers.—4860. All corporations shall, when no other provision is specially made, be capable, in their corporate name, to sue and be sued, appear, prosecute and defend all

* Omitted sections apply to corporations for profit.

† See No. 40, Section 4653, p. 193, and No. 69, Section 4722, p. 201.

actions and causes to final judgment and execution, in any courts or elsewhere; to have a common seal, which they may alter at pleasure; to elect, in such manner as they shall determine to be proper, all necessary officers, and fix their compensation, and define their duties and obligations; and to make by-laws and regulations consistent with the laws of the State, for their own government, and for the due and orderly conducting of their affairs, and the management of their property.

56. By-laws, contents of.—4861. All corporations may, by their by-laws, where no other provision is specially made, determine the manner of calling and conducting their meetings, the number of members that shall constitute a quorum, . . . the tenure of office of the several officers; . . . but no such by-laws shall be made by any corporation, repugnant to the provisions of its charter.

57. First meetings.—4862. The first meetings of all corporations, unless otherwise provided for in the acts under which they are incorporated, or in their articles of association, shall be called by a notice, signed by one or more of the members or persons associating to form the corporation, setting forth the time, place and purpose of the meeting; and such notice shall, at least twenty days before the meeting, be delivered to each member, or published in some newspaper of the county where the corporation shall be established, or if no newspaper be published in the county, then in a newspaper published in an adjoining county, or in the city of Detroit.

58. Special meeting may be called by justice.—4863. Whenever, by reason of the death, absence, or other legal impediment of the officers of any corporation, there shall be no person duly authorized to call or preside at a legal meeting thereof, any justice of the peace of the county where such corporation is established may, on a written application of three or more of the members thereof, issue a warrant to either of the said members, directing him to call a meeting of the corporation, by giving such notice as shall have been previously required by law; and the justice may, in the same warrant, direct such person to preside at such meeting until a clerk shall be duly chosen and qualified, if there shall be no other officer present legally authorized to preside thereat.

59. Meetings by unanimous consent valid.—4864. When all the members of a corporation shall be present at any

meeting, however called or notified, and shall sign a written consent thereto on the record of such meeting, the doings of such meeting shall be as valid as if legally called and notified.

60. Consent meetings, powers of.—4865. The members of such corporation, when so assembled, may elect officers to fill all vacancies then existing, and may act upon such other business as might lawfully be transacted at regular meetings of the corporation.

61. Power to hold lands. Amendments to articles.—4866. Every such corporation may hold land to an amount authorized by law, and may convey the same And such corporation may at any time amend its articles of association, by filing amended articles of association in the office of the secretary of State, which said amended articles of association shall be made in all respects consistent with the provisions of the act or acts under which such corporation may be organized, and shall be executed by said corporation under its corporate seal, and by stockholders of said corporation owning at least a majority of all the capital stock of said corporation, under their seals, and duly acknowledged.

62. Dissolved corporations to continue three years.—4867. All corporations whose charters shall expire by their own limitation, or shall be annulled by forfeiture or otherwise, shall nevertheless continue to be bodies corporate, for the term of three years after the time when they would have been so dissolved, for the purpose of prosecuting and defending suits by or against them, and of enabling them gradually to settle and close their concerns, to dispose of and convey their property, and to divide their capital stock; but not for the purpose of continuing the business for which such corporations have been or may be established.

63. Charters since 1839 may be repealed. Exception.—4879. Every act of incorporation passed since the twentieth day of April, in the year one thousand eight hundred and thirty-nine, or which shall be hereafter passed, shall at any time, be subject to amendment, alteration or repeal, at the pleasure of the Legislature, *Provided*, That no act of incorporation shall be repealed, unless for some violation of its charter or other default, when such charter shall contain an express provision limiting the duration of the same.

TITLE XXXII. CHAP. CCLXXXII. THE VOLUNTARY DISSOLUTION OF CORPORATIONS, AND OF THE ABATEMENT OF SUITS BY AND AGAINST THEM.*

64. Provisions for dissolution, etc., inapplicable to religious corporations.—8207. The provisions of this chapter shall not extend to any incorporated library or lyceum society; to any religious corporation, or to any incorporated academy or select school; nor to the proprietors of any burying ground incorporated under the laws of this State.

GENERAL STATUTES, Vol. 3. Supplement, 1889.

CHAP. CLXXa. CORPORATIONS FOR ESTABLISHING RELIGIOUS SOCIETIES AND SABBATH-SCHOOLS.

65. Who may incorporate.—4658a. That any seven or more persons, of full age, who shall associate for the purpose of establishing churches, religious societies, and Sabbath-schools, and providing for the support thereof, may form themselves into a corporation under such name as they shall adopt in their articles of association.

66. Record of articles incorporates.—4658b. The articles of association shall be executed in duplicate, by the persons so associating themselves together, and shall be acknowledged by them before some person authorized by the laws of this State to take acknowledgment of deeds, one of which duplicates shall be filed and recorded in the office of the secretary of State, and a record shall be made of such articles, or a certified copy thereof, in the clerk's office of the county in which the original incorporators, or a majority thereof, reside, and thereupon the persons so executing the said articles, and such persons as may hereafter, according to the provisions of such articles, become associated with them, shall become and be a body corporate, for the purposes set forth in such articles.

67. Articles, contents of.—4658c. The articles of association shall contain:

1. The names and places of residence of the persons associating in the first instance;
2. The name of the corporation, and the period for which it is incorporated, not exceeding thirty years;
3. The objects for which it was organized;

* Sections 8174 to 8211.

4. The qualifications of members, and the manner in which persons may thereafter become members of such corporation.

68. Powers. Limit and purposes of property.—4658*d*. Such corporation shall have all the privileges, and be subject to all the duties of a corporation, according to chapter fifty-five, of the revised statutes of eighteen hundred and forty-six,* so far as the same shall be applicable, and not inconsistent with the provisions of this act, and may hold and possess real and personal property, but the value of the real property held thereby shall not exceed fifty thousand dollars, and the property thereof shall not be used for any purpose other than the legitimate business of the association, as provided in its articles of association.

CHAP. CLXXVIII. INCORPORATION OF RELIGIOUS ASSOCIATIONS, CONVENTIONS AND CONFERENCES.

69. How incorporated.—4722. It shall be lawful for any number of persons, not less than nine, who may be desirous of forming themselves into an association, convention, conference, or religious body, and who shall sign articles of association for that purpose, to assemble together at such places as they may select, and by a majority vote, by ballot, elect any number of discreet persons, not less than three nor more than nine in number, as trustees, to take charge of the property belonging to, and to transact all the affairs relative to, the temporalities of such association, convention, conference or religious body, with power to lease, give, grant and convey such property, real and personal, by proper lease, deed or other instrument in proper form when thereunto authorized by a two-thirds majority vote of the members of such corporation present and voting thereon at any annual meeting of such corporation, or a special meeting called for that express purpose, and with all the powers and privileges and subject to all the provisions and restrictions in chapter fifty-five of the general laws of one thousand eight hundred and forty-six, being chapter one hundred and ninety-one of Howell's Annotated Statutes.†

70. Limitations upon property. Taxation.—4723. Said corporation may hold real and personal estate, not exceeding in value five hundred thousand dollars, to be devoted exclusively to the publication, issue and diffusion of Christian knowledge by missionaries, publications and such other means, agencies and instrumentalities as are necessary therefor; *Provided*,

* See p. 195.

† See p. 195.

That all property of such corporation (except houses of public worship used and occupied as such), shall be subject to taxation the same as other real and personal estate, and shall be used only for the legitimate purposes of such corporation, and to secure the objects of its incorporation. (As amended by Laws of 1885, p. 20.)

71. Report of affairs.—4724. Any corporation formed under this act shall, whenever required by the attorney-general, secretary of State or either House of the State Legislature, report a full statement of its affairs to the officer or house requiring it. (As amended by Laws of 1885, p. 26.)

72. Articles to be filed, and are evidence.—4725. Such articles of association may be executed singly or in duplicate, and shall be acknowledged before some officer authorized to take acknowledgments of deeds, and the original articles so acknowledged, or one of such duplicate originals, shall be filed in the office of the secretary of State; and either of such original articles, or a copy of the same certified by the secretary or deputy secretary of State, shall be receivable in all courts as evidence of such incorporation.

73. Articles, contents of. Conditions of trusts.—4726. The articles of association shall set forth the purposes of the incorporation, and the mode of selection and term of office, as well as the general powers of the trustees, and may provide for the first board by name instead of by future election, if desired. Said articles may also provide in addition to the general purposes of incorporation, for such corporations acting as auxiliary to any religious conference, synod or convention in the State of Michigan, incorporated or unincorporated, and for the choice of trustees, in whole or in part, by such conference, synod or convention. Said articles may also provide for the receiving and executing of trusts for the general purposes of incorporation, within the meaning of this act, as well as trusts for the benefit of such religious conference, synod or convention; but all trusts for the benefit of conference, synod or convention shall be for purposes to be executed and expended within the State of Michigan. (Amended by Laws of 1885, p. 20.)

CHAP. CLXXVIII α . CORPORATIONS FOR THE DIFFUSION OF
MORAL AND RELIGIOUS KNOWLEDGE AND INSTRUCTION.

74. Who may incorporate.—4726 α . Any number of persons, not less than nine (9), being members of some religious

body of this State, whether such body be incorporated or not, may cause the trustees hereinafter described, and their successors, to be a body corporate with the powers and franchises and subject to the regulations hereinafter specified.

75. Method of incorporation. Articles to be evidence.—4726*b*. The said persons agreeing to establish such corporation shall unite in signing articles of association, either singly or in duplicate, and acknowledge the same before some officer of this State authorized to take acknowledgment of deeds, and shall cause such articles to be recorded at the expense of the corporation in the office of the secretary of State. Either set of said original articles, or any set of the articles as amended as hereinafter provided, or a copy thereof certified by the secretary or deputy secretary of State, with the time, liber, and page of record, shall be receivable in all courts of this State as *prima facie* evidence of the due formation, existence, and capacity of such corporation in any suit or proceeding brought by or against the same.

76. Articles, contents of.—4726*c*. The articles shall specify:

1. The name of the corporation;
2. The place where its principal office is located;
3. The object of the corporation;
4. The amount of real estate it may own;
5. The amount of personal property it may own;
6. The number of the trustees and their names and residences;
7. The name and denomination of the religious body to which the promoters who sign the articles belong, or in case of an existing association coming in under this act, pursuant to the provisions of section twelve,* the name and denomination of the religious body with which the trustees who sign such new articles are connected, and in either case, whether such body is incorporated or not;
8. The duration of the corporation under this act;
9. And such other things as are deemed expedient by those who execute the articles, and are not inconsistent with the constitution and laws of this State or of the United States, or of any provision of this act.

77. Limitations upon property. Property in other countries.—4726*d*. Said corporation may own real estate not

* See No. 84, Section 4726*d*, p. 206.

exceeding in value five hundred thousand dollars, and personal property not exceeding in value five hundred thousand dollars, which real estate and personal property shall be used exclusively for the diffusion of moral and religious knowledge and instruction by the best methods known to the trustees and available to them. Said corporation may also, for the uses and purposes contemplated by this act, acquire, possess, hold, and convey real and personal property in any foreign State or country to an amount not forbidden by the constitution or laws of such foreign State or country.

78. Church building only, non-taxable.—4726*c*. All property of any such corporation actually within this State (except houses of public worship, used and occupied as such) shall be subject to taxation the same as other property of the same kind.

79. Loan, gifts, and trusts.—4726*f*. That said corporations may be able to effectuate the objects for which they are allowed to be established it is hereby expressly provided that they may receive and apply thereto all such loans, gifts, and advances, and accept and execute such trusts in aid thereof as may be offered for such purpose; *Provided*, That the value of the property at any time owned by any such corporation shall not exceed the limit hereinbefore specified.

80. Trustees, election and terms of office.—4726*g*. In the case of an original corporation under the provisions of this act the first trustees shall be designated in the articles, and they shall hold until the first regular meeting of the religious body to which the signers of the articles belong, and until the successors of such trustees are chosen and appear to take their places. Thereafter the whole number of trustees shall be elected at each annual meeting of such religious body by the legal voters thereof, and in accordance with the usages of said body, and the trustees so elected shall succeed and enter upon their duties at such time after their election as shall be fixed by by-law, or if not so fixed, then at such time as shall be prescribed by said religious body.

81. Records to be kept.—4726*h*. It shall be the duty of every such corporation to keep and preserve full and correct records of all its proceedings, relating to trusts confided to it, and to the state, management, and disposition of its property interests; and it shall also be the duty of the religious body

with which the corporation is connected to keep and preserve a correct account of all its doings relative to the corporation. Such records shall at all times be subject to inspection by each house of the legislature, by the governor, the secretary of state and the attorney-general.

82. Powers. By-laws.—4726i. Every corporation under this act shall have capacity to sue and be sued in its corporate name, to have a corporate seal and alter the same at pleasure; to appoint such officers, ministers, missionaries, delegates, agents and servants as shall be thought proper, and prescribe their powers, duties and obligations, and fix their compensation, and make regulations for their change or removal; to ordain all such reasonable by-laws and rules compatible with the constitution and laws of this State and of the United States, and with the provisions of this act, for the ordering and conduct of its affairs, and the management and disposal of its property, and the performance of all its duties, and the execution of all the trusts confided to it, as may be best; and to have and exercise all the powers appropriate and requisite to carry into effect the objects for which it was formed. In case it shall be considered expedient the by-laws may provide that trustees may be allowed to vote or act by proxy, when necessary, on occasions of urgency, but any such by-laws shall precisely define the occasion for such vote or action, and the manner of proceeding. A copy of the by-laws in operation at any time, or of any particular by-law or by-laws, whether still in operation or otherwise, certified under the seal of the corporation and verified by the oath of one or more of the trustees shall be receivable as *prima facie* evidence in all cases or proceedings in which the original would be receivable. A copy of the by-laws in force should always be kept in the principal office of the corporation, and shall be open to public inspection.

83. Failure to elect trustees does not impair. Vacancies.—4726j. If for any cause there shall be a failure to elect trustees by the time specified therefor the corporation shall not by reason thereof be in any manner impaired, but the trustees then in office shall hold until successors are elected and appear to assume office; and in case of vacancy occurring in any year the remaining trustees shall immediately fill it by appointment under their hands, and such appointee shall hold during the remainder of the term, and until the election of a successor and his appearance to assume office.

84. Method of reincorporation.—4726*k*. If the religious body having authority to elect trustees for a corporation hereunder shall desire to continue the objects of such corporation, it may within two years next before the end of such corporation, whether it be by lapse of time or otherwise, under the authority and regulations of this act, elect such persons as it may prefer to form articles and organize a new corporation for the same object, to be the successor thereof; and in the formation of such new corporation, it shall, on the expiration of its predecessor, be absolutely vested with all the property and property interests thereof and under the like conditions, and be subject to all the debts, trusts, liabilities, and obligations of such old corporation. And in order to have convenient evidence of ownership, and facilitate the tracing of titles, the trustees of the old corporation, or a majority thereof, shall immediately give proper instruments to the new corporation, declaring the transfer, and as far as practicable describing the property or property interests in question. Any such religious body may have at the same time one acting corporation hereunder, and one corporation instituted to be its successor, but no more. In case no succeeding corporation shall be provided the property interests shall escheat to the State subject to all debts, duties, liabilities and obligations of the expired corporation.

85. Corporations existing under Chap. clxxviii, may reincorporate.—4726*l*. Any corporation, in fact, going on under chapter one hundred and seventy-eight* of Howell's Annotated Statutes of Michigan, as amended, whether regularly constituted, or otherwise, may be a corporation under this act, and have the powers and franchises and be subject to the restrictions, conditions and regulations prescribed hereby, and cease to be a corporation under said chapter, and cease to be subject to the provisions thereof. Such transition shall be effected as follows: The trustees or at least two-thirds thereof, shall declare by resolution in favor of such change, and shall thereupon execute and acknowledge articles as directed herein, and shall append thereto a statement of the amount of property owned by the corporation according to the knowledge and belief of said trustees, which statement they shall verify by their oaths; and said resolution, articles and statement shall be recorded in the office of the secretary of State, and thereupon the transition shall be complete, and said corporation shall be a

* See p. 201.

corporation under this act. No right, no trust, debt, duty, liability or obligation shall be impaired by such change, neither shall the term of existence previously fixed for the corporation be enlarged, nor the object be extended. Said articles, resolution and statement, or a copy thereof duly certified by the secretary or deputy secretary of State, with the time, liber, and page of record, shall be receivable in all the courts of this State as *prima facie* evidence of the due transition of such corporation from its former organic act to this act, and of its due formation, existence and capacity hereunder.

86. Articles, how amended.—4726*m*. Any corporation under this act may amend its articles by filing in the office of the secretary of State the whole articles at length as amended, executed under the corporate seal by at least two-thirds of the trustees, and supported by the affidavit of such trustees, stating that according to their belief such amendment is for the interests of the corporation and not prejudicial to the just rights of any one, and is in accordance with the desire of a majority of the voters of the religious body having the appointment of the trustees. No such amendment shall alter the object of the corporation or enlarge the time previously fixed for its continuance.

87. Reports to State officers.—4726*n*. Any corporation existing under this act shall, whenever required by either house of the Legislature, or by the governor, secretary of State, or attorney-general, report a full statement to the house or officer requiring it, of such of its affairs as shall be specified in the request.

CHAP. CLXXIX*a*. RELIGIOUS SOCIETIES AUTHORIZED TO RECEIVE GIFTS AND BEQUESTS OF MONEY FOR INVESTMENT.

88. Bequests for minister's salary, how held. Limit.—4727*a*. That the trustees, vestrymen, consistory, or other governing body of any religious society incorporated under the laws of this State, may in their corporate name receive gifts and bequests of money for investment upon bond and mortgage when the interest of such investment is to be applied in payment or part payment of the salary of the minister, priest, rector, parson or clergyman of such religious society; *Provided*, That sums of money, mortgages, or investments so held by any such society shall not exceed the sum of ten thousand dollars at

any one time, and shall be invested by the trustees, vestrymen, consistory, or other governing body in their corporate name upon bond secured by mortgage upon unincumbered real estate, worth at least double the amount loaned thereon.

REORGANIZATION OF CORPORATIONS FOR RELIGIOUS, CHARITABLE, BENEVOLENT AND EDUCATIONAL PURPOSES.

89. Charter, how extended. Exceptions.—4904c. It shall be lawful for any corporation or association organized for religious, charitable, benevolent or educational purposes, whose corporate term of existence has expired, or may hereafter expire by limitation, at a special meeting of its trustees, or other proper persons, called for that purpose, to direct the continuance of its corporate existence for such further term, not exceeding thirty years from the expiration of its former term, to be expressed in a resolution duly recorded in a book of (record) recorded for that purpose, and by complying with existing laws relative to conditions precedent to the exercise of corporate rights. Such meeting shall be called in accordance with the by-laws of the corporation or association whose term of existence is sought to be extended, and the laws of the State then applicable to the same class of corporations or associations whose term has not expired. Upon the adoption of such (resolution) resolutions duly recorded, by the trustees, or other proper persons, in the case of a corporation or association the corporate existence of which is about to expire by limitation of law, or by the trustees or other proper persons, in the case of a corporation or association, the corporate existence of which has expired by limitation of law, acting in due legal capacity, *de jure* or *de facto*, it shall be the duty of the proper officers or persons to make, sign and acknowledge duplicate articles of association or incorporation, as in case of a new association or corporation, to which shall be appended a copy of the proceedings of such meeting certified to by the person acting in the capacity of secretary of such association or corporation, and verified by his oath, one copy of which shall be filed with the secretary of State, and the other copy with the county clerk of the county where such corporation or association is located and both of such copies to be recorded in such respective offices at the expense of such corporation or association. A certified copy of such record shall be *prima facie* evidence of the facts therein recited: *Provided*, That this act shall not be applicable to any

corporation or association whose term may expire after this act takes effect, unless such meeting shall be held within two years after such expiration ; nor to any corporation or association whose business has been or may be hereafter wound up and its property sold pursuant to the action and under the order of any court of competent jurisdiction.

90. Powers and liabilities.—4904*d*. The renewed term of such corporation or association shall begin from the expiration of the former term thereof, and the corporation or association thus renewed shall hold and own all of the property held and owned by such corporation or association before its renewal, and shall be liable to all its debts, liabilities, and obligations, as fully as if its former corporate term had not expired; and the officers thereof, who were such *de jure* or *de facto* at the time of such meeting, shall hold and continue in their offices until their successors shall be duly elected and qualified: *Provided*, That in case of the reorganization of any college or other educational corporation or association under provisions of this act, none of the faculty of such college or other educational corporation or association, except the president thereof, shall be elected as a member of the board of trustees of such college, educational corporation or association.

PARTICULAR DENOMINATIONS.

91. Special provision is made for the following churches:
 Protestant Episcopal, chap. 171, sections 4659 to 4670;
 Presbyterian, chap. 172, sections 4671 to 4679;
 Reformed Protestant Dutch, chapter 173, sections 4680 to 4682;
 Churches of Christ, chap. 174, sections 4683 to 4695;
 Baptist, chap. 175, sections 4696 to 4707;
 Holland Christian Reformed, chap. 176, sections 4708 to 4716.
 Congregational, chap. 176*a*, sections 4716*a* to 4716*m* (General Statutes. Supplement);
 Roman Catholic, chap. 179, section 4727, authorizes the Roman Catholic bishop of Michigan to hold property.

ADDITIONS, 1895.

92. Limit upon number of trustees in large churches.
 —By an act, Apr. 17, 1895, §4618, of Howell's Ann. Statutes (see No. 5, p. 179), was amended by the insertion after the sentence ending, "of such church, congregation, or society," of the words, "*Provided*, In case any church or society shall number

more than four hundred persons, it may not have less than three nor more than fifteen trustees."

93. Amendment of articles.—Section 4655, of the Statutes (see No. 42, p. 191), was amended by act, April 17, 1895, after the words, "two-thirds of all the members," so as to read, "present at any regular annual meeting, change the name thereof, or alter or amend its articles of association, in any manner not inconsistent with the provisions of this act: *Provided*, That written notice of such change of name, or of such alteration or amendment of its articles of association, shall have been filed with the secretary at the regular meeting of said association, next preceding the one at which action shall be taken thereon, or notice of such change, alteration or amendment shall be filed with the secretary of such corporation, and a copy thereof sent by him at least thirty days before the meeting at which action is to be taken thereon, to every constituent body belonging to such corporation. Notice of such change, or a copy of said alteration or amendment, with a certificate attached, signed by the presiding officer and secretary or scribe of said meeting, shall be forthwith filed in the office of the secretary of state, and such change, alteration or amendment, when made, shall in no wise affect the liability of such corporation for any of its debts, or any obligations due or to become due, in its favor."

PARTICULAR DENOMINATIONS.

Baptist: Act of Mar. 8, 1895, provides that women may be trustees of Baptist churches.

Methodist Episcopal: Act of May 4, 1895, makes special provision for Methodist Episcopal churches.

MINNESOTA.

CONSTITUTION. Article X.

[In effect, Oct. 13, 1857.]

1. Definition of "corporations."—1. The term "corporations," as used in this article, shall be construed to include all associations and joint stock companies having any of the powers and privileges not possessed by individuals or partnerships, except such as embrace banking privileges; and all corporations shall have the right to sue, and shall be liable to be sued, in all courts in like manner as natural persons.

2. General laws to be passed.—2. No corporation shall be formed under special acts, except for municipal purposes.

STATUTES, 1894.

CHAP. XXXIV. TITLE IV. RELIGIOUS CORPORATIONS.

(1) ORGANIZATION BY ELECTION OF TRUSTEES, ETC.

3. How incorporated.—3022. It shall be lawful for all persons of full age, belonging to any church, congregation or religious society not already incorporated, to assemble at the church or meeting-house, or other place where they statedly attend for divine worship, and, by a plurality vote, elect any number of discreet persons of their church, congregation or society, not less than three nor more than nine in number, as trustees to take charge of the estate and property belonging thereto, and transact all affairs relative to the temporalities thereof.

4. Election of president. Qualifications of voters.—3023. Such church, congregation or religious society may choose a president of the said corporation, and of their meetings, by a vote aforesaid; and at the election provided for in this chapter, every person of full age who has statedly worshipped with such church, congregation or society, and has been formerly considered as belonging thereto, is entitled to a vote.

5. Notice of election to be given.—3024. A written notice of the time and place when such election shall take place, signed by at least five persons entitled to vote thereat, shall be posted in some conspicuous spot at or about such place of worship at least fifteen days before the day of election, and such notice shall be duly entered upon the permanent records of the society if the organization be completed.

6. Meeting for election, how conducted. Certificates of election.—3025. The persons, when assembled at such time and place, at least five being present, shall organize by appointing a chairman and clerk, who together shall receive and count the votes, and determine the qualifications of voters, and they shall immediately after the election certify under their hands and seals the names of the persons elected to serve as trustees, in which certificate the name by which the said trustees and their successors in office shall forever thereafter be called and known shall be particularly mentioned and specified.

7. Certificate to be recorded.—3026. Such certificate shall be acknowledged by the persons making the same, or proved by a subscribing witness thereto, before some officer authorized to take the acknowledgment of deeds, and recorded, together with the certificate of such acknowledgment or proof, by the register of deeds of the county within which the church or place of worship of such congregation is situated, in a book provided by him for that purpose, who shall be entitled to receive seventy-five cents for such record;* and thereafter such trustees and their successors shall be a body corporate, by the name expressed in such certificate.

8. Seal, and custody of property.—3027. Such trustees may have a common seal, and alter the same at pleasure; they may take into their possession and custody all the temporalities of such church, congregation or society, whether the same consists of real or personal estate, and have been given, granted or devised directly or indirectly to such church, congregation or society, or to any other person for their use.

9. Powers. Limit upon property.—3028. Such trustees may also, in their corporate name, sue and be sued in all courts and places; and they may recover and hold all the debts, demands, rights and privileges, all churches, buildings, burial

* Section 3391 exempts religious associations from payment of State fees for filing of articles.

places, and all the estate and appurtenances belonging to such church, congregation or society, in whatsoever manner the same may have been acquired, or in whose hands soever the same may be held, as fully and amply as if the right and title thereto had been originally vested in the said trustees; and they may hold other real or personal estate, and demise, lease and improve the same; but the whole of such estate, real and personal, shall not exceed the yearly income of three thousand dollars.

10. Repair and erection of churches.—3029. The said trustees have authority to repair and alter their churches and meeting-houses, and, under the direction of the society or congregation, erect churches and meeting-houses, and dwelling-houses for their ministers, and other buildings for the use of their church, congregation or society.

11. Regulations for management.—3030. They have authority to make rules and orders for managing the temporal affairs of such church, congregation or society, and to dispose of all moneys belonging thereto; and to order and regulate the renting of pews or slips in their churches and meeting-houses, and the requisites for the breaking of the ground in the cemetery or churchyard, and in the said churches or meeting-houses, for burying the dead.

12. Treasurer and clerk.—3031. They may appoint a clerk and treasurer of their board, and a collector to collect and receive their rents and revenues, and may regulate the fees to be allowed to such clerk, treasurer and collector, and may remove them and appoint others in their stead at pleasure; and such clerk shall enter all rules and orders made by such trustees, and payments ordered by them in a book to be procured by them for that purpose.

13. Special meetings. Majority a quorum.—3032. Any two of the trustees may at any time call a meeting of the trustees, and a majority of them, being lawfully convened, shall be competent to do and perform all matters and things which such trustees are authorized to do and perform.

14. Term of office three years. Annual elections.—3033. The said trustees shall hold their offices for three years, and until their successors are elected; and immediately after their first election, as hereinbefore provided, the said trustees shall be divided by lot into three classes, numbered one, two,

and three; and the seats of the first class shall be vacated at the end of the first year, of the second class at the end of the second year, and of the third class at the end of the third year; and, as near as may be, one-third part of the whole number of trustees may be annually chosen.

15. Notice of new elections.—3034. The clerk of said trustees shall, at least fifteen days before the expiration of the term of office of any of the said trustees, give notice of the election of their successors, specifying in such notice the names of the trustees whose terms of office are about to expire, and the time and place of such election, which notice shall be posted as required in the first section of this act; and, in addition to such notice, the minister, or some other officer of such church or society, shall give public notice of such election to the congregation at least one week before said election, and the provisions of this section shall apply to filling all vacancies by death, resignation, or removal.

16. Qualification of voters after first meeting.—3035. No person belonging to any such church, congregation or society, incorporated under the provisions of this chapter, is entitled to vote at any election after the first, until he has been an attendant on public worship in such church, congregation or society, at least six months before such election, and contributed to the support of such church, congregation or society, according to the usages and customs thereof.

17. Register of stated hearers to be kept.—3036. The clerk of the trustees shall keep a register of the names of all such persons as desire to become stated hearers in the said church, congregation or society, and shall therein note the time when such request was made; and the said clerk shall attend all subsequent elections in order to test the qualifications of such voters in case they shall be questioned.

18. Salary of minister to be fixed by church.—3037. Nothing in this chapter contained shall be construed to give to such trustees the power to fix or ascertain the salary or compensation to be paid to any minister; but the same shall be ascertained and fixed by a majority of such society, entitled to vote at the election of trustees.

19. Real estate, how disposed of. Definition of "society."—3038. It shall be lawful for any religious corpora-

tion, organized under the provisions of this title, by and through their trustees, to sell and convey, encumber, or otherwise dispose of any real estate belonging to such corporation; *Provided, however,* That no such conveyance or encumbrance shall be made by the trustees except when first authorized to make the same by a resolution of such society, passed at a meeting thereof called for that purpose, notice of the time, place and object of which shall be given for at least four successive Sabbaths on which such society statedly meet for public worship immediately preceding the time specified for such meeting; and when any religious society ceases to have stated meetings for public worship, or for any cause is unable to give notice, as above provided, of the time and place of the meeting of such society, the said corporation is hereby authorized to make such sale, conveyance or encumbrance by and through its trustees, upon being authorized so to do by a resolution of such society passed at a meeting thereof; notice of the time, place and object of which shall be given by said trustees by posting a notice thereof, at least ten days before said meeting, in three of the most public places in the town, village or city in which said society holds or has held its meetings; and proof of the facts of such notice, meetings, and resolutions may be made by the affidavits of one of such trustees, or by any of the members of such society cognizant of the facts. Such affidavits may be recorded at length in the office of the register of deeds of the county where the premises are situated, and the same and records thereof aforesaid, or certified copies of such records, shall be presumptive evidence of the facts therein contained: and *Provided further,* That by the word "society," as used in this section, shall be understood the religious body, constituted in accordance with its own principles of ecclesiastical polity, which forms the basis of the corporation designated in this title the church, society or congregation, and as contradistinguished from such corporation; and no person shall vote at any meeting called as aforesaid to authorize the said trustees to sell and convey, encumber, or otherwise dispose of any real estate belonging to such corporation, who is not a member of such religious body: and *Provided always,* That no such society or religious corporation shall in any manner other than as provided by the denominational rules and articles of association of such religious society, as the same appears of record in the office of the register of deeds of the county, sell, transfer, encumber or otherwise dispose of any of its real estate; *Provided, however,* That

nothing herein contained shall in any manner affect or infringe any of the provisions of chapter forty-five of the General Statutes of 1878.*

20. Prior incorporations confirmed. Reincorporation after dissolution.—3039. Every church, congregation or religious society heretofore incorporated in pursuance of law, and not since dissolved, is hereby established and confirmed; and in case of the dissolution of any such corporation, or of any corporation hereafter to be formed in pursuance of the provisions of this title, for any cause whatever, the same may be incorporated under the provisions of this title at any time within six years after such dissolution; and thereupon all the estate, real and personal, formerly belonging to the same, and not lawfully disposed of, shall vest in such corporation as if there had been no such dissolution.

21. Descent of property in the trustees.—3040. All lands, tenements and hereditaments lawfully conveyed by devise, grant, purchase, or otherwise, to any persons as trustees, for the use of any religious society organized, or which may hereafter be organized, within this State, either for a meeting-house, burying-ground, or for the residence of a preacher, shall descend with the improvements in perpetual succession to, and shall be held by, such trustees in trust for such society.

22. Denominational rules may control choice of trustees, and such trustees may be corporations.—3043. Whenever, by the constitution rules or usages of any particular church or religious denomination, trustees are required to be appointed, elected, or chosen in any way, by any minister, presiding elder, officer or officers, or by any conference, assemblage, body or meeting of any kind, and trustees are so appointed, elected or chosen, such minister, presiding elder, officer or officers, or the presiding officer and secretary of such conference, assemblage, body or meeting so appointing, electing or choosing trustees, shall make and give to such trustees a certificate, under the hand and seal of the person or persons making the same, specifying the names of the trustees, the time when, and the person or body by which they were appointed, elected or chosen, and the corporate name assumed by such trustees, which certificate shall be acknowledged, proved and recorded as hereinbefore directed; whereupon such trustees and their successors, appointed or chosen in the same man-

* This chapter deals with Estates in Real Property.

ner, shall be a body corporate, by the name expressed in such certificate, with all the rights, powers and privileges of other religious corporations constituted according to the provisions of this chapter. And in every case where trustees have been heretofore elected, appointed, or chosen in any way, by a conference or assembly of any kind, of any church or religious society, in accordance with the constitution, rules or usages of such church or religious society, and a certificate of such election, appointment or choice has been made by the presiding officer or secretary of such conference or assembly, specifying the corporate name by which such trustees should be known, and acknowledged, proved and recorded as provided in this chapter, with the intent to constitute such trustees a body corporate, such trustees shall be deemed, in all legal proceedings, to have become a religious corporation, within the provisions of this chapter, from the time of recording such certificate; and all their acts thereafter, as a body corporate, are and shall be considered valid and effectual as the acts of a religious corporation framed under the provisions of this chapter; and all conveyances to such trustees as a body corporate, are confirmed and shall be considered valid to the same extent as conveyances to any religious corporation under the provisions of this said chapter.

23. Elders, deacons, etc., may be trustees.—3044. Whenever, by the constitution, rules and usages of any particular church or religious denomination, the minister or ministers, elders and deacons, or other officers elected by any church or congregation, according to such constitution, rules or usages, are thereby constituted the trustees of such church or congregation, such minister or ministers, elders or deacons, or other officers, may assemble together and execute, under their hands and seals, a certificate, stating therein the name by which they and their successors in office shall forever thereafter be called and known, which certificate shall be acknowledged or proved, and recorded as hereinbefore directed; whereupon such persons, and their successors in office shall be a body corporate, by the name expressed in such certificate, with all the rights, powers and privileges of other religious corporations constituted according to the provisions of this title.

(2) ORGANIZATION BY EXECUTION OF ARTICLES BY CLERGY, ETC.

24. How incorporated. Articles, powers, etc.—3045. The members of any church or religious society, not less than

three, who, by its discipline or otherwise, does not desire to organize and become incorporated under the foregoing provisions of this chapter, may organize and become a body corporate, capable of suing and being sued, holding, purchasing, and receiving title by devise, gift, grant, or other conveyance of and to any property, real or personal, with power to mortgage, sell or convey the same, or any part or portion thereof, by adopting and signing articles containing—

First. The name of the corporation, its general purpose and plan of operation, and its place of location.

Second. The terms of admission and qualification of membership, and the selection of officers and the filling of vacancies, and the manner in which the same is to be governed and managed. Such articles shall be recorded in the office of the register of deeds for the county in which the corporation is located, and in the office of the secretary of State; and thereupon such corporation will have all the powers hereinbefore specified, and may adopt and establish by-laws, and make all rules and regulations deemed necessary and expedient for the management of its affairs, in accordance with law.* . . . The provisos of section eighty-five of this chapter, being section two hundred and twenty-six of chapter thirty-four of General Statutes of one thousand eight hundred and seventy-eight, are not to be construed as applying to or in any manner affecting corporations organized under this section. A member or director of any corporation organized under this section may appoint, in writing signed by him, a proxy to represent and act for him, and in his name and stead to vote at any meeting of such corporation or of the board of directors thereof.†

25. Corporations may reorganize under section 231.—3046. Any religious corporations heretofore organized under and pursuant to the provisions of any other statute, or section or sections of statute, than section two hundred and thirty-one‡ of chapter thirty-four of the general statutes, A.D. one thousand eight hundred and seventy-eight, as amended by subsequent legislation, may reorganize under said section by complying with the terms of said section; *Provided*, That before any action is had for that purpose, a resolution authorizing the trustees of said corporation to organize under said section two hundred and thirty-one shall be adopted at a meeting of said society

* The remainder of this section applies to churches having an episcopal organization.

† See No. 19, Section 3038, p. 214.

‡ See No. 24, Section 3045, p. 217.

called for that purpose, notice of the time, place, and object of which shall be given four successive Sabbaths on which such society statedly meet for public worship, immediately preceding the time specified for said meeting, and proof of the fact of such notice, meeting, and resolution may be made by affidavit of one of the trustees, or of any of the members of the society cognizant of the facts. Such affidavit shall be recorded with the certificate of organization under said section two hundred and thirty-one, in the office of the register of deeds of the county where said corporation is located and in that of the secretary of State; and said corporation, as so organized, shall succeed to and retain, own, hold, and enjoy all the property, real and personal, of said corporation as originally organized, to the same extent and in the same manner as if such organization (reorganization) had not taken place.

26. Defective articles of incorporation legalized.—3047. In all cases in which three or more persons have heretofore united in executing articles of incorporation under the provisions of article two hundred and thirty-one of chapter thirty-four, of the general statutes of eighteen hundred and seventy-eight, and where the said articles of incorporation have not been executed in the presence of witnesses, but have been otherwise duly executed and recorded in the office of the register of deeds of the proper county and in the office of the secretary of the State as provided by law, the said articles of incorporation are hereby declared to be legal and valid, and the respective records thereof effectual to all intents and purposes as well as if such articles of incorporation had been executed with two subscribing witnesses.

27. Incorporation of existing churches.—3048. Whenever any church or religious society now organized, or which may hereafter be organized, as a church or congregation, but not incorporated in pursuance of law, shall comply with the provisions of this title, and thereby become a body corporate, all the estate, real and personal, which has been lawfully conveyed to the said church or religious society, or to the trustees or vestry thereof in trust for the use of such church or society, whether by devise, gift, grant, purchase or otherwise, and not lawfully disposed of, shall thereupon vest in said corporation as fully and amply as if the said church had been legally incorporated from the date of its religious organization; *Provided*, That the name or title publicly assumed or borne by

such church or society from the date of its organization as such, and none other, shall be the title by which it shall forever be known in law and as a body politic and corporate.

(4) ORGANIZATION BY ADOPTION OF ARTICLES AT STATED MEETING.

28. How incorporation secured.—3055. The members of any church, or religious association not less than eight, who do not wish to organize themselves into a religious association, society or corporation under the provisions of any existing law, may organize as a body corporate by adopting articles as hereinafter set forth and complying with the other provisions of this act; or any religious society, association or organization now in existence by virtue of any special or private laws, which does not wish to reorganize under the provisions of any existing law, may be reorganized and continued as a religious association, society or corporation by adopting by a vote of three-fourths of the members present and voting at a stated meeting called for the purpose of considering the question of such reorganization, articles containing:

1. The name of the corporation, its general purpose and plan of operation and its place of location.

2. The terms of admission and qualification of membership and the selection of officers and the filling of vacancies and the manner in which such society or corporation is to be governed and managed. Such articles shall be recorded in the office of the register of deeds for the county in which the corporation is located, and in the office of the secretary of State, and thereupon such organization shall be a body corporate by the name expressed in said articles, shall have a common seal which it may alter at pleasure, and will have all the powers hereinafter specified, and may adopt and establish a constitution and by-laws and make all rules and regulations by it deemed necessary and expedient for the management, regulation and conduct of its affairs in accordance with law.

29. New corporation succeeds to property. Evidence.—3056. All the rights, privileges, franchises and property of every name or nature, whether real or personal, whether in action or in possession, whether in law or in equity, and wherever situated, of any corporation reorganizing under the provisions of this act shall pass to the new corporation as soon as it shall have become fully organized without further act or cer-

emony; *Provided, however*, That the last board of trustees, or their survivors, of any corporation or society reorganizing under this act may at any time convey by a general or specific description, and by proper deed or deeds to the new corporation, any property owned by such society or corporation. Such deed shall recite the facts of such reorganization and it shall be *prima facie* evidence of the facts therein stated, and it shall be sufficient to pass all the title to the property therein described possessed by the corporation, association or society on whose behalf it is executed. Proof of the reorganization of any corporation pursuant to the provisions of this act, may be made by the affidavit of the president and the recording secretary of such newly-organized corporation, and such affidavit shall be recorded in the office of the register of deeds of the county in which such corporation is located, and such affidavit shall be presumptive evidence of the facts therein stated pertaining to such organization or reorganization.

30. Powers. Disposition of property.—3057. Any religious society, association, organization, or corporation formed pursuant to the provisions of this act, or which shall have reorganized under the provisions of this act, shall be capable of suing and being sued, holding, purchasing, and receiving title by devise, gift, grant or other conveyance of any property, real and personal, and shall have the power through its trustees to mortgage, sell, convey or otherwise dispose of its property, whether real or personal, or any part or portion thereof; *Provided, however*, That no such sale, conveyance, encumbrance, or any other disposition of the real property of any such corporation shall be made through the trustees, except when first authorized to make the same by a resolution of such society or organization, passed at a stated meeting thereof, called for that purpose, notice of the time, place and object of which shall be given by the recording secretary of the corporation, association or society; which notice shall be printed and a copy mailed to each member at his residence, when such residence is known to the person sending such notice; *Provided, further*, That no sale, incumbrance, mortgage, conveyance, or other disposition of any real property of said corporation, society or organization shall be made, except by the vote and assent of two-thirds of the members present at the meeting called for the purpose of making such disposition. Proof of the facts of such notice of meeting, such meeting, and its proceedings, may be made

by the affidavit of the recording secretary of such society, organization or corporation and a certified copy of the minutes of any meeting duly certified and attested by the recording secretary, under the seal of the society, organization or corporation. In case of sales of real property such affidavit and certified copies shall be recorded at length in the office of the register of deeds of the county where the premises are situated, and the said affidavits and records of said meeting, or a certified copy of such record, aforesaid, shall be presumptive evidence of the facts therein stated.

31. Prior by-laws in force.—3058. The constitution and by-laws and all rules for the management, regulation and conduct of affairs of any corporation or society reorganizing under the provisions of this act, so far as they are not inconsistent with this act, shall continue in force until altered, amended, revised or repealed.

32. Appropriations and contracts, limit upon.—3059. No appropriations or contracts made by any corporation organized or reorganized pursuant to this act, where the amount of a single appropriation or a single purpose, or the amount involved in such contract exceeds the sum of three hundred dollars, shall be valid, unless such contract or appropriation shall be authorized and ordered by the vote and assent of two-thirds of the members present and voting at a stated meeting of such corporation, held for the purpose of considering such contract or appropriation.

33. Right in pews unimpaired.—3060. Nothing herein contained shall in any wise impair any rights in pews possessed by any members at the time of the formation or reorganization of any corporation formed or reorganized pursuant to this act.

34. Prior laws not affected by this act.—3061. Nothing herein contained shall be construed to, or shall repeal any law now in force relating to the formation or reorganization of any religious societies, associations or corporations in this State. Nor shall this act apply to or affect any action now pending in any court of this State.

(5) INCORPORATION OF DIOCESAN COUNCIL, PRESBYTERY, ETC.

35. Incorporation of synods, etc., authorized.—3062. That any diocesan council, synod, presbytery, conference, asso-

ciation, consociation or other general organization for ecclesiastical or religious purposes, existing in any church or religious denomination in this State, and which, according to the polity, constitution, canons, customs, discipline, or usages of such church or denomination, is composed of or represents several parishes, congregations, or particular churches, may organize as or form a corporation, with perpetual succession, in the manner hereinafter provided.

36. Resolution, contents of.—3063. For that purpose it may adopt a canon or resolution, in which it shall be stated—

1. Its purpose to organize and form a corporation under this act.

2. The name of the corporation, and its general purposes and powers, not inconsistent with the laws of this State.

3. The name of the church or religious denomination to which the body so organizing a corporation shall belong, the name by which such body shall have been known, and the district or territorial limits over which it exercises jurisdiction.

4. The number and official titles of the officers (such as president, directors, trustees, or otherwise) through whom such corporation shall act, and by whom and in what manner such officers shall be elected or appointed, the length of their official terms respectively, and the general duties, powers and authority of such officers respectively.

5. The names and post-office address of those appointed or elected as the first directors, trustees and other officers of the corporation.

37. Certificates to be filed and issued.—3064. A copy of such canon or resolution, certified to by the presiding officer of the body passing the same, and verified by the affidavit of its secretary or clerk, shall be presented to the attorney-general, whose duty it shall be to examine the same, and, if found to be in all respects in conformity with the provisions of this act, he shall so certify, and thereupon the same, with his said certificate thereon, shall be filed in the office of the secretary of State, who shall record the same at length in a suitable book to be kept in his office, for that purpose; and he shall thereupon issue his certificate* that, the provisions of this act having been complied with, the said corporation has become duly incorporated according to law; and thereupon the same shall be a body corporate. The secretary of State shall keep in a book in his office

* See No. 53, Section 3394, p. 229.

an alphabetical index or list of such corporations formed under this act.

38. Amendment of resolutions of incorporation.—3065. The body organizing such corporation, or its successor, may, by canon or resolution passed by it at two regular successive sessions thereof, and certified and verified (including the certificate of the attorney-general as aforesaid) and recorded in the office of the secretary of State, as provided in the last preceding section, amend or modify the canon or resolution under which such corporation was organized in respect to the jurisdictional limits of such corporation, or to the number, official titles, terms of office of, or the manner of electing or appointing the officers of, such corporation, or of their respective duties, powers, and authority, or to the purposes and powers of the corporation not inconsistent with the laws of this State, and not in any wise impairing any trusts or rights of property theretofore vested in such corporation.

39. Failure to comply with section 3063 does not invalidate.—3066. That in all cases in which an attempt has heretofore been made to organize a religious corporation under chapter one hundred and fifty-one, general laws of Minnesota 1885, in which the attorney-general has made a certificate and the same has been filed with the secretary of State in accordance with section three of said chapter,* and in which attempt to form and organize such corporation there has been a failure to comply with the provisions of section two† of said chapter, such corporations shall be and they are hereby legalized and confirmed in all respects as though there had been a full compliance with said chapter; and all rights, privileges and titles to property received and acquired by such bodies are hereby confirmed and established in such corporation.

40. Powers and limitations.—3067. Any corporation formed under this act may adopt a corporate seal, make contracts, establish by-laws, rules, and regulations for the management of its business, sue and be sued by its corporate name, and may acquire real and personal property by purchase, gift, grant, devise, or bequest, and hold and employ the same for religious, charitable or educational purposes, and may invest, transfer, or mortgage the same, and may also receive in trust, for any parish, mission, local church society, or congregation,

* See No. 37, Section 3064, p. 223.

† See No. 36, Section 3063, p. 223.

whether incorporated or not, any property, real or personal, which may be given, granted, transferred, devised or bequeathed to it for the use of such parish, mission, local church society, or congregation, for religious, charitable, or educational purposes, and may hold the same, and the rents, issues, and profits thereof, (accounting from time to time as may be required for such rents, issues, and profits,) until such parish, mission, local church society, or congregation shall, being then incorporated, demand a conveyance of such property so held in trust as aforesaid; and any property now held in trust by any person, corporation, or trustees, for the use and benefit of the religious body or organization forming a corporation under this act, or any of its component parts, or any of its such parishes, missions, societies, congregations or local churches, may, with the consent of the beneficiary, be conveyed to, and the title thereto vested in, the said corporation as the successor in such trust.

41. Cannot incumber trust property.—3068. No corporation organized under this act shall have power in any manner to create any lien upon or incumber any property held by it in trust as aforesaid.

42. Amount of property subject to limitation. Meetings outside State.—3069. This act is subject to any limitation or modification which may be hereafter enacted by general laws, as to the amount of real estate and personal property to be held by the corporations respectively provided for herein. Any corporation organized under this act, the membership of which in part extends to and resides in States other than the State of Minnesota, shall have authority to hold its annual meetings at such points without the limits of the State of Minnesota as may be decided upon from time to time by said corporation at a previous annual meeting, and such decision may be made at such previous annual meeting by authorizing the president of such corporation to select and designate a place for the holding of the next annual meeting of said corporation, notice of the time and place of such meeting to be given by publication in the recognized organ of the corporation, if it have one, at least three months previous to the time of such annual meeting. If such corporation have no organ, the publication of which is controlled by it, then such notice may be given by publishing the same in at least two papers of general circulation, published at the capital of the State of Minnesota.

(7) MISCELLANEOUS PROVISIONS.

43. Amendment of articles.—3076. Whenever any religious corporation existing under the laws of this State shall desire to alter, modify, or change any of its articles of incorporation, such corporation may, by resolution duly passed at any regular or special meeting of the directors or trustees thereof, adopt a new article or articles altering, modifying, or changing any of the articles of incorporation thereof, or adding to the same; *Provided, however,* that such alteration, modification, or amendment shall not be contrary to or in conflict with the law under and by virtue of which said corporation was organized and exists.

44. Amendments to be entered of record.—3077. No such new or amended articles of incorporation shall be operative or valid to alter, modify or change such original articles of incorporation, or otherwise, until the same shall be adopted and recorded in the same manner and with like formalities as the original articles of incorporation are now required to be adopted and recorded; and when so adopted and recorded, the said new, amended, altered, or modified articles shall be substituted for and take the place of the original articles of incorporation so altered, amended, modified, or changed.

45. Consolidation authorized.—3078. Any two or more churches, congregations, or religious societies now organized or incorporated, or which may hereafter be organized or incorporated, and who employ the same minister or pastor, may consolidate, reorganize, and become a body corporate, as one church, congregation, or religious society, by complying with the provisions of the laws of this State, in regard to the incorporation of religious societies, and the further provisions of this act.

46. Resolutions to be adopted by the churches.—3079. Before any action is had for that purpose, a resolution authorizing such consolidation and reorganization shall be adopted by at least two-thirds of the members present and voting, at a meeting of each of said churches, congregations, or societies, called for that purpose, notice of the time, place, and object of which meeting shall be given four successive Sabbaths, on which such society statedly meets for public worship, immediately preceding the time specified for such meeting; and proof of the fact of such notice, meeting and resolution may be made

by affidavit of one of the trustees or any of the members of the society cognizant of the facts. Such affidavit shall be recorded with the certificate or articles of incorporation of such consolidated church, congregation, or society, when the same shall be recorded in the office of the register of deeds of the county where said consolidated church, congregation, or society has its place of public worship, or in the office of the secretary of State, or in both of said offices, as the case may be.

47. Joint worship for eight Sabbaths.—3080. After the adoption of such resolution or resolutions, and before such consolidation and reorganization shall take effect, said several churches, congregations, or societies shall for at least eight Sabbaths worship together as one congregation, church or society, proof of which fact may be made in like manner provided for proving the resolution mentioned in section two hereof.

48. Powers of new corporation.—3081. Said churches or religious societies, when consolidated, reorganized, or incorporated as herein provided, shall forever thereafter be known as a body corporate by the name and style adopted and mentioned in the new certificate or articles of incorporation, and shall have and exercise the same powers as other religious corporations may now have and exercise, according to the mode and manner of incorporation adopted; and shall succeed to and retain, own, hold, and enjoy all the property, real and personal, of said several corporations as originally organized, to the same extent and in the same manner as if such reorganization had taken the same by purchase; *Provided*, That nothing herein contained shall operate to dissolve said original corporations until said new corporation or reorganization shall be fully perfected.

49. Irregular incorporations legalized.—3082. In all cases where any church, congregation, or religious society had been actually formed and in existence for the space of one year or more, holding stated meetings for public worship, and where there had been filed for record in the office of the register of deeds of the proper county any certificate or statement of the election or appointment of the first or of any subsequent trustees of such church, congregation, or religious society, signed either by the president or secretary of any meeting at which such trustees were elected or appointed, or by the priest, rector, pastor or preacher of such church, congregation, or religious

society, and, whether such certificate or statement is or is not authenticated by any affidavit or acknowledgment, such church, congregation, or religious society shall be held in law to be, and to have been from its organization, a religious corporation possessed of all the rights, powers, and privileges of religious corporations, duly organized under and pursuant to the provisions of title four of chapter thirty-four* of the general statutes of this State by the name by which such church, congregation, or religious society has been generally called and known; and all donations, purchases, sales, and conveyances of real or personal property heretofore made to or by any such church, congregation, or religious society are hereby declared to be legal, valid, and effectual as fully as if such church, congregation, or religious society had been regularly incorporated in accordance with the provisions of said title four of chapter thirty-four of the said general statutes; and all contracts, conveyances, deeds, and acts of the acting trustees of any such church, congregation, or religious society are hereby declared to be as legal, valid and effectual, in all cases where they have been authorized or acquiesced in by any such church, congregation, or religious society, as if such church, congregation, or religious society had been at the time regularly incorporated under the said statute, and as if such trustees had been regularly elected or appointed as such.

50. Proceedings to change name legalized.—3083. That all proceedings of any religious corporation by which it may have heretofore changed its name, or attempted so to do, and which proceedings were invalid, are hereby declared to be valid and binding, and of the same force and effect as though such proceedings had been duly authorized by law.

51. Articles void for informality confirmed.—3084. Any church, congregation or religious society which heretofore may have attempted to become incorporated under any of the laws of this State, but which, for informality or other cause, is not now legally incorporated, is hereby incorporated, and invested as such church, congregation or society, with all the rights, privileges and immunities now enjoyed by religious corporations under the general laws of this State.

52. Incomplete incorporations legalized.—3085. That all and singular the acts and proceedings had and done, or

*See p. 208.

attempted to be had and done, by and on behalf of the members and officers, or either, of any religious society or congregation of this State, or any persons whomsoever, to incorporate as a church society under any of the laws of this State, which incorporation is incomplete or invalid for informalities or non-compliance with statutory requirements, are hereby legalized and made valid, and the incorporations so attempted are hereby declared in all respects valid, and such societies properly and legally incorporated.

TITLE VIII. GENERAL PROVISIONS.

(I) INCORPORATION AND ORGANIZATION.

53. Form of State certificate of incorporation.* Evidence.—3394. Whenever any corporation hereafter organized under the general law of this State shall have complied with all the provisions of the general statutes in regard to the filing for record of the articles of incorporation of such corporation and of the requisite affidavit of proof of publication,† the secretary of State shall thereupon issue a certificate in the following form:

STATE OF MINNESOTA:

Be it known, That whereas (here the names of the subscribers to the articles of incorporation shall be inserted), have associated themselves with the intention of forming a corporation under the name of (here the name of the corporation shall be inserted), for the purpose (here the purpose declared in the articles of incorporation shall be inserted), with a capital‡ of (here the amount of capital fixed in the articles of incorporation shall be inserted), and have complied with statutes of this State in such case made and provided, as appears from the articles of incorporation, and the affidavit of proof of publication filed in this office; now, therefore I (here the name of the secretary shall be inserted), secretary of the State of Minnesota, do hereby certify that said (here the names of the subscribers to the articles of incorporation shall be inserted), their associates and successors, are legally organized and established as, and are hereby made an existing corporation under the name of (here the name of the incorporation shall be inserted), with the powers, rights and privileges and subject to the limitations, duties and restrictions which by law appertain thereto. Witness my official signature hereunto subscribed and the seal of

* Certificate not required for churches. See, however, No. 37, Section 3064, p. 220.

† None required from religious corporations.

‡ This item will not appear in certificates of religious societies.

the State of Minnesota hereunto fixed this — day of — in the year — (in these blanks the day, month and year of execution of this certificate shall be inserted).

The secretary shall sign the same and cause the seal of the State to be thereto affixed, and such certificate shall be *prima facie* evidence of the existence of such corporation. He shall also cause a record of such certificate to be made, and a certified copy of such record may be given in evidence with the like effect as the original certificate.

54. Certificate for companies already incorporated.—3395. Whenever any corporation already incorporated under the provisions of said chapter thirty-four shall have complied with the provisions of said chapter thirty-four in regard to the filing for record of the articles of incorporation and of the requisite affidavit of proof of publication, and shall make application for such certificate and shall pay one dollar therefor, the secretary of State shall thereupon issue a certificate in the form prescribed in the preceding section. And such certificate shall have the same force and effect in all respects, and a certified copy thereof the same force and effect, as if such certificate had been issued to a corporation incorporated subsequent to the passage of this act. And the secretary shall keep a record of all such certificates issued.

55. Approval of attorney-general.—3396. Hereafter it shall not be necessary for the attorney-general to endorse any form of approval upon the articles of incorporation of any incorporated company.

3397. This act shall not apply to religious incorporations.*

56. Amendments of article. Extension of term.—3400. Any corporation heretofore or hereafter organized under any law of this State may amend its articles of incorporation in any respect which might have been made part of said original articles, and may renew the term of its corporate existence from time to time, not exceeding the term originally limited therefor, by adopting a resolution expressing such proposed amendment or renewal, by a two-thirds vote of all its members, shareholders, or stockholders, present and voting at any regular meeting of such corporation, and filing and publishing such resolution in the manner provided for filing and publishing its original articles.

* Section 3397 is really a part of 3396, and makes approval of attorney-general necessary for religious corporations. Both sections constituted the act contained in Chap. 248, Laws of 1889.

57. Powers of corporations. Meetings outside State. Failure to elect officers. Classification of directors.—3407. All corporations, when no other provision is specially made, may have a common seal, which they may alter at pleasure. They may elect all necessary officers, fix their compensation, and define their duties and obligations; and make by-laws and regulations consistent with the laws of the State, for their own government, and for the due and orderly conduct of their affairs, and the management of their property. The members of any corporation now or hereafter organized under the provisions of this chapter, and the directors and managers thereof, may meet and transact business without the State the same as within the State; but no corporation or association created or existing, or which shall exist, under this act, shall cease or expire from neglect on the part of the corporation to elect directors or officers at the time mentioned in their by-laws; and all officers elected by such corporation or association shall hold their offices until their successors are duly elected. Any corporation in this State, whether created by special act, or organized under any general or special law of the Territory or State of Minnesota, or doing business within this State by virtue of or under any legislative enactment of said Territory or State, may, by resolution of its board of directors, classify its directors into three classes, each of which shall be composed as nearly as may be of one-third of the whole number of directors; the term of office of the first class to expire at the date of the next annual election thereafter; of the second class, at the date of the second annual election thereafter; of the third class, at the date of the third annual election thereafter. At each annual election thereafter a number of directors shall be elected for three years equal to the number whose term of office shall then expire. All other vacancies shall be filled in accordance with the by-laws; *Provided*, That if no election be had at the time of holding the annual election, the old directors shall hold their offices until their successors are elected and enter upon their duties.

58. First meeting.—3408. The first meeting of all corporations, when no other provision is specially made, shall be called by notice, signed by one or more of the persons named in, or associated as corporators under the law by which it is incorporated, setting forth the time, place and purposes of the meeting; and such notice shall, at least twenty days before the

meeting, be delivered to each member, or published in some newspaper in the county where the corporation is established, or if no newspaper is published in the county, then in some newspaper printed and published at the capital of the State.

59. When meeting may be called by justice of the peace.—3409. When, by reason of the death, absence, or other legal impediment of the officers of the corporation, there is no person duly authorized to call or preside at a legal meeting thereof, any justice of the peace of the county where such corporation is established, may, on a written application of three or more of the members, issue a warrant to either of them, directing him to call a meeting, by giving such notice as had been previously required by law; and the justice may, in the same warrant, direct such person to preside at such meeting, until a clerk is duly chosen and qualified, if no officer is present duly authorized to preside.

60. Such meeting can transact all business.—3410. A corporation, when so assembled, may elect officers to fill all vacancies, and act upon such other business as may lawfully be transacted at a regular meeting.

61. Meeting by unanimous consent valid.—3411. When all the members of a corporation are present at any meeting, however called or notified, and sign a written assent thereto, on the record of such meeting, the doings of such meeting shall be as valid as if legally called and notified.

(4) DISSOLUTION.

62. Dissolution, how secured.—3430. When a majority in number or interest of the members of a corporation desire to close their concerns, they may apply by petition to the district court of the county where the corporation has its principal place of business, setting forth in substance the grounds of their application; and the court, after such notice as it deems proper to all parties interested, may proceed to hear the matter, and, for reasonable cause, adjudge a dissolution of the corporation. Corporations so dissolved shall be deemed and held extinct, in all respects, as if their charters had expired by their own limitation.

63. Dissolved corporations to continue three years.—3431. Corporations whose charters expire by their own

limitation, or are annulled by forfeiture or otherwise, shall, nevertheless, continue bodies corporate for the term of three years after the time when they would have been so dissolved, for the purpose of prosecuting and defending actions by or against them, and of enabling them gradually to settle and close their concerns, to dispose of and convey their property, and to divide their capital stock; but not for the purpose of continuing the business for which they were established.

64. Receiver, how appointed.—3432. When the charter of a corporation expires or is annulled, or the corporation is dissolved as provided herein, the district court of the county in which such a corporation carries on its business, or has its principal place of business, on application of a creditor, stockholder or member, at any time within said three years, may appoint one or more persons receivers or trustees, to take charge of its estate and effects, and to collect the debts and property due and belonging to it, with power to prosecute and defend actions in the name of the corporation or otherwise, to appoint agents under them, and do all other acts which might be done by such corporation if in being, that are necessary to the final settlement of the unfinished business of the corporation. The powers of such receivers may be continued as long as the court deems necessary for said purposes.

65. Jurisdiction of court.—3433. Said court shall have jurisdiction, in equity, of the application, and of all questions arising in the proceedings thereon; and may make such orders, injunctions and judgments therein as justice and equity may require.

66. Powers of receiver.—3434. The receivers shall pay all debts due from the corporation, if the funds in their hands are sufficient therefor; and if not, they shall distribute the same ratably among the creditors who prove their debts in the manner directed by court.

67. Balance to be distributed.—3435. If there is a balance remaining, after the payment of the debts, the receivers shall distribute and pay it to and among those who are justly entitled thereto, as having been stockholders or members of the corporation, or their legal representatives.

PARTICULAR DENOMINATIONS.

68. Sections 2940 to 2945 of the Statutes make special provision for Camp Meeting Associations, Sunday School Assemblies, societies for religious instruction and worship, etc.

Section 3041 applies to the Methodist Episcopal Church.

Section 3042 applies to the Evangelical Association of North America.

Section 3045 applies to all churches having episcopal organizations.

Sections 3049 to 3054 make special provision for the Protestant Episcopal Church.

Sections 3070 to 3075 apply to the Young Men's Christian Associations.

MISSISSIPPI.

CONSTITUTION. Article VII.

[In effect Nov. 1, 1890.]

1. General laws to be enacted. Charters repealable.
—178. Corporations shall be formed under general laws only. The Legislature shall have power to alter, amend or repeal any charter of incorporation now existing, and revocable, and any that may hereafter be created, whenever in its opinion it may be for the public interest to do so; *Provided*, however, that no injustice shall be done to the stockholders.

2. Charters to be recorded.—189. All charters granted to private corporations in this State shall be recorded in the chancery clerk's office of the county in which the principal office or place of business of such company shall be located.

3. Bequests of real estate to religious uses void.—269. Every devise or bequest of lands, tenements, or hereditaments, or any interest therein, of freehold or less than freehold, either present or future, vested or contingent, or of any money directed to be raised by the sale thereof, contained in any last will and testament, or codicil, or other testamentary writing, in favor of any religious or ecclesiastical corporation, sole or aggregate, or any religious or ecclesiastical society, or to any religious denomination or association of persons, or to any person or body-politic, in trust, either express or implied, secret or resulting, either for the use and benefit of such religious corporation, society, denomination, or association, or for the purpose of being given or appropriated to charitable uses or purposes, shall be null and void, and the heir at law shall take the same property so devised or bequeathed, as though no testamentary disposition had been made.

4. Bequests of personal estate to religious uses void.
270. Every legacy, gift, or bequest, of money or personal property, or of any interest, benefit, or use therein, either

direct, implied, or otherwise, contained in any last will and testament or codicil, in favor of any religious or ecclesiastical corporation, sole or aggregate, or any religious or ecclesiastical society, or to any religious denomination or association, either for its own use or benefit, or for the purpose of being given or appropriated to charitable uses, shall be null and void, and the distributees shall take the same as though no such testamentary disposition had been made.

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CHAP. V. APPEALS.

5. Appeal bonds, how executed.—58. Appeal bonds may be executed by a corporation by its authorized agent or attorney, in the name of the corporation, without affixing its corporate seal; and such bond, when so executed by an attorney of record of a corporation, shall be held and conclusively presumed to have been executed by the authority of such corporation.*

CHAP. XXV. CORPORATIONS.†

6. Incorporation authorized.—832. Corporations for every lawful purpose and of every kind, except for the construction and operation of a railroad other than street railroads, and the carrying on of the insurance business, may be created under the provisions of this chapter.

7. How incorporated. Approval of governor.—833. The persons desiring to be incorporated may prepare a charter, drawn up on parchment or paper, which must be headed "The Charter of Incorporation of —," and it shall contain a clear and definite statement of the purposes for which the corporation is created, the names of the persons desiring to form the corporation, the corporate name by which it is to be known, the powers to be exercised, the period for which said corporation is to exist—never more than fifty years—together with whatever else may be proper to be stated. And the proposed charter shall be published . . . but religious societies shall not be required to make such publication . . . and the charter so proposed and published, if required to be, shall be submitted for approval to the governor, who shall take the

* See No. 13, Section 842, p. 238.

† The omitted sections appear to apply only to corporations for profit.

advice of the attorney-general as to the constitutionality and legality of the provisions of such charter; and if the governor approve it, he shall write his approval at the bottom of it, and sign his name thereto, and shall also cause the great seal of the State to be thereto affixed by the secretary of State; but the governor may require amendments or alterations to be made previous to signing the same; or, if deemed expedient by him, he may withhold his approval entirely; and the powers therein specified shall, by the approval of the charter, be vested in such corporation, and it shall go into operation at the time and on the terms and conditions specified.

8. Procedure in case of renewal.—834. But in case of renewal merely, it shall be sufficient for the governor to give a certificate that the original charter is renewed, under the great seal of the State.

9. Charters to be recorded.—835. Every charter so granted, and every amendment and certificate of renewal, shall be recorded at length in the office of the secretary of State, in a well-bound book to be kept by him for that purpose, to be furnished by the State, and in the office of the clerk of the chancery court of the county in which the corporation does business.

10. Limit of corporate life. Powers. First meeting.—836. Every corporation created under this chapter shall have succession for the time limited in the charter, but never exceeding fifty years; may determine the manner of calling and conducting meetings; may elect all necessary officers, and prescribe the duties, salaries, and tenure of officers; may sue and be sued, and prosecute and be prosecuted, to judgment and satisfaction, before any court; may have a corporate seal; may contract, and be contracted with, within the limits of the corporate powers; may sell and convey real estate, and may sell personal property; may borrow money and secure the payment of the same by mortgage or otherwise; may issue bonds and secure them in the same way, and may hypothecate its franchises; and may make all necessary by-laws not contrary to law. The first meeting of persons in interest, unless otherwise provided, may be called by a notice published in some convenient newspaper for at least ten days before the time appointed for the meeting, which notice shall be signed by one or more

persons named in the charter; and the meeting, when assembled, may proceed to organize the corporation.

11. Limit of property.*—838. Every corporation created under this chapter may hold real and personal estate necessary and proper for its purposes, not exceeding two hundred and fifty thousand dollars, manufacturing companies and banks excepted, which may purchase and hold property to the amount of one million dollars. And a corporation shall not have a trust, use, or benefit in property held in the name of any other person for its use, either expressly or secretly, to a greater amount than it may lawfully hold, nor shall any corporation employ its capital, money, or other thing, in any other way than in the pursuit of its legitimate business: and a corporation offending against any of these provisions shall forfeit its charter, and shall also forfeit all property, real and personal, above the amount it may lawfully hold, to the State; but any thing herein contained shall not prevent a corporation from taking a lien on property, real or personal, to a greater amount than it may hold, as a security for a debt, or from taking property to a greater amount than it may hold in payment of a debt, if the same shall not be held for a longer period than five years.

12. Informal organization not a defense.—841. It shall not be a defense to any suit against a corporation that there was a defect or informality in its organization.

13. Execution of bonds in suits.—842. Any corporation, under the signature of its president, or other authorized officer, agent, or attorney, may execute, without affixing the corporate seal, all bonds which shall be necessary at the commencement or during the progress of any case to a final determination, and such bonds shall be binding on the corporation.†

14. Dissolved corporations to continue three years.‡
—848. A corporation, after its charter has expired or been annulled, may nevertheless be continued as a body-corporate for the term of three years thereafter, for the purpose of suing and being sued and of enabling it to close up its concerns, to sell and convey property, and to divide the assets, but not for the purpose of enabling it to carry on other corporate business. This provision, however, shall not extend to cases in

* See No. 16, Section 859*et*, p. 239.

† See No. 5, Section 58, p. 236.

‡ Section 847, dealing with the assets of dissolved corporations, applies by its terms only to corporations with stockholders.

which it may be necessary to appoint trustees on judgment of dissolution.

15. Religious societies may organize by electing trustees.—859. Any religious society, consisting of the members of any particular denomination or congregation, desiring to act as an organized body, may do so by associating together and electing or appointing from its membership any number of officers, trustees or managers, by whatever name known, for the purpose of managing the affairs of the society; and such society or association shall keep a record of its proceedings, which shall show the name of the society, its organization, and the election of the officers, trustees, or managers; but the society so organized at each particular locality shall be a distinct and independent society; and any society so organized may sue and be sued, by its society name or appellation, and process may be served on its presiding or chief officer, or secretary, or on the trustees or managers.

16. Limit on real estate of religious society.—859^a. Any religious society or congregation or ecclesiastical body may hold and own, at any one place, the following real property, but no other, viz.: (a) A house or tenement for a place of worship; (b) A house or tenement for a place of residence for its pastor or minister; (c) A house or tenement appropriated and used as a school or seminary of learning for males; (d) and another house or tenement to be appropriated and used as a school or seminary of learning for females; With a proper and reasonable quantity of ground, in each instance, thereto attached, and (e) A cemetery of sufficient dimensions. (f) Any religious denomination may, in addition, own such colleges or seminaries of learning as it may think proper; and (g) A place of residence for its superior clergyman.

17. Chapter applicable to all corporations.—860. The provisions of this chapter, when not limited by their terms, shall apply to all corporations whatever, where the subject matter is not elsewhere prescribed.

18. Mortmain restrictions.—Sections 4500 and 4501, Chap. CXLV, of the General Statutes, containing the Mortmain restrictions are duplications *verbatim* of Sections 269 and 270 of the Constitution, found on p. 235.

MISSOURI.

CONSTITUTION. Article II. Bill of Rights.

1. Liberty of worship cannot invalidate contracts.

—6. No person can be compelled to erect, support or attend any place or system of worship, or to maintain or support any priest, minister, preacher or teacher of any sect, church, creed or denomination of religion; but if any person shall voluntarily make a contract for any such object, he shall be held to the performance of the same.

2. General laws to be enacted.—8. No religious corporation can be established in this State, except such as may be created under a general law for the purpose only of holding the title to such real estate as may be prescribed by law for church edifices, parsonages and cemeteries.

ARTICLE XII. CORPORATIONS.

3. Limitation on powers and real estate.—7. No corporation shall engage in business, other than that expressly authorized in its charter or the law under which it may have been or hereafter may be organized, nor shall it hold any real estate for any period longer than six years, except such as may be necessary and proper for carrying on its legitimate business.

REVISED STATUTES, 1889.

CHAP. XLII. CORPORATIONS, PRIVATE.

ARTICLE I. ORGANIZATION, GENERAL POWERS, DUTIES AND LIABILITIES.*

4. First meeting.—2481. The first meeting of all corporations shall, unless otherwise provided for in their acts of incorporation, be called by a notice, signed by some one or more of the persons named as corporators in the act of incorporation, and setting forth the time, place and purposes of the meet-

* Omitted sections and parts of sections apply only to corporations having a capital stock.

ing, and such notice shall, seven days at least before the meeting, be delivered to each member, or published in some newspaper in the county where the corporation may be established, or if there be no such newspaper, then in the nearest newspaper.

5. Justice of the peace may call special meeting.—2482. Whenever, for want of sufficient by-laws for the purpose, or of officers duly authorized, or from neglect or refusal of such officers, or from other legal impediments, a legal meeting of any corporation cannot otherwise be called, any justice of the peace in the county where it is desirable to hold such meeting, or where such corporation is established, if it be local, may, on a written application of two or more members thereof, issue a warrant to either of said members, directing him to call a meeting of such corporation, by giving such notice as is required in the preceding section.

6. Who may preside at special meeting.—2483. Whenever any meeting of any corporation shall be called by warrant from a justice of the peace, the person to whom such warrant is directed may call the meeting to order and preside therein until a presiding officer is chosen and qualified, if there be no officer present whose duty it may be to preside.

7. Election of officers, special provision when not held at proper time.—2488. If any election for directors in any such corporation shall not be held on the day appointed, it shall be the duty of the directors to notify and cause such election to be held within sixty days after the day so appointed; and on the day so notified, no person shall be admitted to vote except those who would have been entitled had the election taken place on the day when it ought to have been held.

8. Failure to elect directors does not dissolve.—2489. A failure to elect directors on the day designated by law shall not have the effect of dissolving such incorporated company.

9. Directors to appoint officers.—2491. The directors shall appoint one of their number president; they may also appoint a treasurer and secretary, and such other officers and agents as shall be prescribed by the by-laws of the company.

10. Articles of incorporation to be filed. Date of corporate life.—2492. Whenever any corporation shall be organized under the laws of this State, it shall be the duty of the

officers of said corporation to file with the secretary of State a copy of the articles of association or incorporation, and the corporate existence of such corporation shall date from the time of filing said copy of such articles.*

11. Amendments to articles of incorporation. Construction of act.—2495. All amendments to articles of association of corporations organized under the laws of this State, made and filed in the office of the secretary of State, are and shall be and become a part of the articles of association of the corporation adopting and filing the same; and this section shall not be so construed as to give any corporation whose articles are amended as in this article contemplated any greater rights than though the subject of the amendments had been incorporated into the original articles of association.

12. Certificate not to issue to corporation, when.—2496. No certificate of its incorporation or certificate of its change of corporate name shall be issued by the secretary of State to any company or association: First, under the same corporate name and style as that already assumed by another corporation; nor, second, when the corporate name and style assumed is the name of a person or a firm, unless there be joined thereto some word designating the business to be carried on, followed by the word company or corporation.

13. Powers.—2508. Every corporation, as such has power: First, to have succession by its corporate name, for the period limited in its charter, and, when no period is limited, for twenty years; second, to sue and be sued, complain and defend in any court of law or equity; third, to make and use a common seal, and alter the same at pleasure; fourth, to hold, purchase, mortgage or otherwise convey such real and personal estate as the purposes of the corporation shall require, not exceeding the amount limited in its charter or the law creating it, and also to take, hold and convey such other property, real, personal or mixed, as shall be necessary or requisite for such corporation to acquire in order to obtain or secure the payment of any indebtedness or liability belonging to the corporation; fifth, to appoint such subordinate officers and agents as the business of the corporation shall require, and to allow them a suitable compensation; sixth, to make by-laws not inconsistent with existing law, for the management of its property, the regulation of its

* See No. 26, Section 2825, p. 247, for other provisions as to certificate.

affairs and for the transfer of its stock; seventh, to increase or diminish, by a vote of its stockholders, cast as its by-laws may direct, the number of its directors or trustees to not less than three nor more than thirteen, and may, in like manner, change its corporate name without in anywise affecting its rights, privileges or liabilities; such changes of name or number of directors or trustees shall take effect and be in force from the date at which the president or secretary of such corporation shall file with the secretary of State an affidavit setting forth the name adopted or the number of directors or trustees fixed, together with the date at which change in name or number of directors or trustees was voted by the stockholders of such corporation. *Provided*, That no corporation shall engage in business other than that expressly authorized in its charter, or the law under which it may have been or may hereafter be organized.

14. Existing corporations may accept provisions.—2509. The powers enumerated in the preceding section shall vest in every corporation that shall hereafter be created or organized, and any corporation, including those heretofore organized and now in existence under any general or special law of this State, may accept the provisions of the general laws of this State relating to corporations, by filing with the secretary of State a certificate of such acceptance, signed by its president and secretary, duly authorized by its board of directors and approved by a vote of three-fourths of its stockholders, at any meeting duly and legally called for that purpose—notice of such meeting first having been given in manner and form as provided in sections 2499 and 2500* of this article, or by three-fourths of the stockholders, in writing; and upon the filing of such certificate, the time of the existence of said corporation shall be extended for such period as was originally permissible to it, or as may be stated in its certificate of acceptance. But nothing herein contained shall extend or continue to any corporation organized or existing under a special law or charter any special privilege, immunity, franchises or exemptions not possessed by corporations organized under the general laws of this State; and any corporation organized or existing under special law or charter shall, by accepting or availing itself of the provisions of this section, be deemed and held to

*These sections require sixty days' notice published weekly in a newspaper in or near the place where the corporation is located, the last notice being not less than one nor more than six days before meeting.

thereby waive and surrender any and all such special privileges, immunities, franchises and exemptions, and it shall be subject to all the duties and obligations of corporations under the general laws of this State. . . .

15. Majority validates acts.—2510. When the corporate powers of any corporation are directed by its charter, or the provisions of this law, to be exercised by any particular body or number of persons, a majority of such body or persons, if it be not otherwise provided in the charter or law creating it, shall be a sufficient number to form a board for the transaction of business, and every decision of a majority of the persons assembled as a board shall be valid as a corporate act.

16. Dissolution.* Directors to be trustees.—2513. Upon the dissolution of any corporation already created, or which may hereafter be created by the laws of this State, the president and directors or managers of the affairs of said corporation at the time of its dissolution, by whatever name they may be known in law, shall be trustees of such corporation, with full powers to settle the affairs, collect the outstanding debts and divide the moneys and other property among the stockholders, after paying the debts due and owing by such corporation at the time of its dissolution, as far as such money and property will enable them; to sue for and recover such debts and property by the name of the trustees of such corporation, describing it by its corporate name, and may be sued by the same; and such trustees shall be jointly and severally responsible to the creditors and stockholders of such corporation to the extent of its property and effects that shall have come into their hands.

17. Lands, how conveyed.—2514. It shall be lawful for any corporation to convey lands by deed, sealed with the common seal of said corporation, and signed by the president, vice-president or the presiding officer or trustee of said corporation; and such deed, when acknowledged by such officer to be the act of the corporation, or proved in the usual form prescribed for other conveyances of lands, shall be recorded in the recorder's office of the county where the land lies, in like manner with other deeds.

18. Corporations may sue members, when and how.—2516. All bodies corporate, by any suit at law in any court

* See No. 34, Section 2835, p. 249.

in this State, may sue for, recover and receive from their respective members all arrears or other debts, dues and other demands which now are or hereafter may be owing to them, in like mode, manner and form as they might sue for, recover and receive the same from any person who might not be one of their body, any law, usage or custom to the contrary thereof notwithstanding.

19. Suits, where commenced.—2529. Suits against corporations shall be commenced either in the county where the cause of action accrued, or in any county where such corporations shall have or usually keep an office or agent for the transaction of their usual and customary business.

20. Notices, etc., how served.—2530. All notices, orders and rules required to be served in the progress of any cause shall be served in like manner as in other civil cases.

21. Records of corporation evidence, when.—2532. The records of any company incorporated under the provisions of this chapter, or copies thereof, duly authenticated by the signature of the president and secretary of such company, under the corporate seal thereof, shall be competent evidence in any suit to which such company may be a party.

22. Name of old may be taken by new corporation.—2538*b*. Whenever the charter of any corporation in this State is about to expire by limitation of time, and the stockholders of such corporation, or a majority in interest thereof, desire to incorporate under the general corporation laws of this State for the purpose of continuing the business of such expiring corporation, it shall be lawful for the new corporation to adopt the corporate name of such old corporation; *Provided*, That nothing herein contained shall be construed to confer upon the new corporation any property, rights, privileges or franchises enjoyed or owned by the old corporation, save and except the use of the old name.

23. This article not to extend to what.—2541. Nothing contained in this article shall be construed to extend to any county or township, or to any public university, academy, seminary or school incorporated by the laws of this State.

CHAP. XLII. ART. X. BENEVOLENT, RELIGIOUS, AND MISCELLANEOUS ASSOCIATIONS.

24. How incorporated.—2821. Any number of persons, not less than three, who shall have associated themselves by articles of agreement in writing, as a society, company, association or organization formed for benevolent, religious, scientific or educational purposes, may be consolidated and united into a corporation. Such articles of agreement may be organic regulations, or a constitution, or other form of association, and any corporate name, not already assumed by another corporation, may be chosen as the title of the corporation; *Provided always*, That the scope and purpose of the association be clearly and fully set forth.

25. Articles to be submitted to circuit court. Certificate to be the charter.—2822. The persons holding the offices respectively of president, secretary and treasurer of the association or other chief officers, by whatever name they may be known, shall submit to the circuit court having jurisdiction in the city or county where such association is located, the articles of agreement, with a petition praying for a *pro forma* decree thereon. If the court shall be of opinion that such articles of agreement and the purposes of association come properly within the purview of this article, and are not inconsistent with the constitution or laws of the United States, or of this State, the court shall enter of record an order to that effect, a certified copy of which order shall, by the clerk be indorsed upon or attached to said articles. But no such order shall be made until such petition shall have remained on file in the clerk's office of said court for at least three days after said petition shall have been presented to the court; and whenever the judge to whom such petition shall have been presented shall entertain any doubt as to the lawfulness or public usefulness of the proposed corporation, it shall be his duty to appoint some competent attorney, as a friend of the court, whose duty it shall be to examine said petition and show cause, if any there be, on some day to be fixed by the court, why the prayer of said petition should not be granted, and said attorney shall not be confined in his examination to said petition and articles of association, but may introduce such testimony as may be available and proper in order to fully disclose the true purposes of the association; and, upon the hearing thereof, the court shall make such further order, granting or dismissing said petition, as to it may seem best, and

upon the granting of such petition, the petitioners shall cause the articles of agreement, with the certificate aforesaid, to be recorded in the office of the recorder of deeds of the county in which the association is located, and then filed in the office of the secretary of State. The secretary of State shall issue to the petitioners a certified copy of such articles of agreement, with the several certificates thereon as filed in his office, which certified copy shall be the charter of incorporation; and thereupon the petitioners, their associates and successors shall be created a body corporate and politic, by the corporate name designated in such charter, and such charter together with this act, shall be received in courts and places as legal evidence of the incorporation of such association.

26. What associations may incorporate.—2825. Any association formed for benevolent purposes, . . . any association, congregation, society or church organization formed for religious purposes, and any association formed to provide or maintain a cemetery; . . . and in general, any association, society, company or organization which tends to the public advantage in relation to any or several of the objects above enumerated, and whatever is incident to such objects, may be created a body corporate and politic by complying with sections 2821 and 2822.*

27. Charters, how amended.—2826. Any corporation formed under this article or any existing corporation formed for benevolent, religious, scientific or educational purposes, may amend its charter in any matter germane to such charter, by submitting the proposed amendment to the circuit court, and in other respects proceeding as required in section 2822,† for the original articles of agreement. And upon the issuing of a certified copy of such amendment by the secretary of State, such amendment shall become and be part of the charter of such corporation with like effect and validity as though originally incorporated in such charter. Any such corporation may, without losing its personal identity, change its corporate name, as an amendment to its charter.

28. Dues collectible. Individual liability.—2827. The dues of members of corporations created under this article, as determined by their charters or by-laws, and any donations or subscriptions to which they may voluntarily obligate them-

*See Nos. 24 and 25, p. 246.

† See No. 15, p. 244.

selves, may be collected as any other debt, but over and above such dues and such subscriptions in no case shall any member be individually liable.

29. May be formed to execute trusts.—2828. Corporations may be formed, under the provisions of this article, to execute any trust the purpose whereof is within the purview of this article, and may receive and take, by deed or devise, in their corporate capacity, any property, real and personal, for the uses and purposes of such trust, and execute the trust so created.

30. What associations not to incorporate. Exception for building purposes.—2829. No association, society or company, formed for manufacturing, agricultural or business purposes of any kind, or for pecuniary profit in any form, nor any corporation having a capital stock divided into shares, shall be incorporated under this article: *Provided*, That any company formed to erect a building for the exclusive use of a society within the purview of this article, without pecuniary consideration from such society, may become a body corporate under this article notwithstanding it has a capital stock in shares, and may receive subscriptions to such stock, to be paid in real estate, in money, property or services rendered to such company.

31. Records to be kept.—2830. Every corporation formed under this article shall keep a fair record of all its proceedings, which record shall be open, at all reasonable hours, to the inspection of all its members.

32. By-laws. New members. Removal of officers.—2831. Every corporation created under this article shall make by-laws for its government and support and the management of its property, and therein provide, unless such provision is already made in its charter, for the admission of new members and how they shall be admitted and prescribe their qualifications. Provision may also be made, in such by-laws for the removal of officers for cause, and for the expulsion of members guilty of any offense which affects the interests or good government of the corporation, or is indictable by the laws of the land; *Provided, always*, That such by-laws shall be conformable to the charter of such corporation, and shall not impair or limit any provision thereof, or enlarge its scope, and shall not be contrary to the provisions of the constitution or laws of this State.

33. May acquire property, how. Application of income.—2833. It shall be lawful for any corporation which may be organized under this article, or any existing corporation the purposes whereof are included in those mentioned in section 2825* hereof, to acquire, by subscription, purchase, devise or gift, shares of stock in any stock company which shall hereafter be incorporated under and pursuant to the laws of this State, for the sole purpose of erecting or purchasing a hall or building for the use and benefit of any one or more of such corporations, as mentioned in section 2825, and to hold such stock as personal property, and to enjoy the rights and privileges appertaining to such ownership; *Provided*, That the stock corporation erecting or purchasing such hall or building for the purpose aforesaid shall not permit the same to be occupied or used by any person or corporation for any purpose not included among those specified in section 2825, except so much of said building as may be necessarily rented for business purposes, in order to secure a sufficient revenue to provide for the expenses of the care and maintenance of said property, and for annual dividends not to exceed five per cent. upon the capital stock thereof, and every such stock corporation as hereinbefore mentioned shall, in the articles of association thereof, expressly declare its sole purposes to be such as above provided for; and *Provided further*, That any corporation, the purposes whereof are included in section 2825 thereof, may acquire and hold in its own name such real estate and buildings as may be necessary for assembly, library, laboratory and other rooms requisite for its purposes, and may receive income from such other rooms as may be requisite to the completeness of such buildings; but such income shall be applied to the purpose of such corporation as defined in section 2825.

34. Quo warranto proceedings. Receiver.—2835. The circuit court of the city or county in which any corporation organized under this article shall be located shall, upon proceedings by information in the nature of a *quo warranto*, instituted against such corporation or the officers thereof, by the attorney-general or circuit attorney, at the relation of any person desiring to prosecute the same, inquire into any alleged unlawful acts of or misuser or non-user of its franchise by such corporation, in like manner as is or may be provided by law for proceedings in case of the alleged usurpation of or intrusion

* See No. 26, p. 247.

into any public office by any person. If, in any such proceedings, judgment of forfeiture or dissolution be rendered against such corporation, it shall be lawful for the court to provide by such judgment for the vesting of the property of such corporation, upon such dissolution or forfeiture, in a receiver or receivers, to be appointed by the court, and in his or their successors in office. Such receiver or receivers, upon giving sufficient security, to be approved by the court, for the faithful performance of his or their duties, shall succeed to the title of such corporation in and to all its property and estate, and shall hold the same in trust for the creditors thereof, and other persons who may be entitled thereto, and shall receive, collect, sue for, recover, hold, manage and dispose of the same under and pursuant to the orders of such court, to be made from time to time in that behalf, according to right and justice. Any surplus remaining after paying the debts of such corporation shall, except as hereinafter provided, be distributed among the persons who were members of such corporation at the time of such dissolution or forfeiture, or their legal representatives respectively, in equal shares, unless for good cause shown the court shall otherwise order; *Provided*, That if upon the dissolution or forfeiture of the franchises of any corporation formed under this article, it shall appear that any property vested in said corporation was held by it upon trust for any charitable purpose, or subject to the provisions of section 2832,* such property or surplus shall not be distributed as above provided, but shall, by decree of such court, to be made without delay, after the debts of such corporation, if any, shall have been fully paid out of said property, be vested in one or more trustees for the charitable purpose for which such corporation held the same, or, in the case of corporations which have complied with the provisions of section 2832, shall be disposed of in the manner in said section provided for upon the dissolution of any such corporation. And it shall be the duty of the attorney-general, or circuit or prosecuting attorney of the proper circuit or county, whenever any credible person shall, in writing, make complaint to him upon affidavit of information and belief, that any corporation formed under this article has, in any material matter,

* (NOTE.) Section 2832 may be embodied in the charter of a corporation desirous of acting as *quasi* trustee for the public. It applies only and "is expressly limited to such association as may be formed for the purpose of promoting historical studies or natural science, of establishing a museum, library or an art gallery, such educational and scientific purposes being chiefly for the advantage of the public where such corporation is located."

willfully misused, or, for two years last past, has neglected to use its franchises, or has otherwise become liable to forfeit its charter, to inquire diligently into the grounds of such complaint, and upon reasonable cause shown therefor, to institute proceedings by information in the nature of a *quo warranto*, looking to a dissolution of such corporation and a forfeiture of its corporate rights.

35. Existence of corporation may be established when record is lost.—Any body or department of any benevolent, religious or scientific corporation, created under any general or special statute law, which body or department has for more than twenty consecutive years regularly kept its organization and performed all its functions as such department of such corporation, may file its petition in the circuit court of the city or county in which the same is or has been acting, setting forth the facts concerning the original organization, as well as the continued existence as such corporation, and also the operation of such department of it. The court may, on the hearing, receive and consider evidence of the continued and active organization and operation of such department as tending to show the organization and continued existence of the corporation itself; it may take proof as to the loss of the records proving such organization and continued existence of the corporation and all matters concerning the same. The court shall hear and determine the case in a summary manner. It shall have jurisdiction by its decree to establish the fact of such organization and continued existence of such corporation. The court may also, in its discretion, vest in such department and under any suitable name, all the rights and privileges granted to such corporation. But such decree shall not affect any adverse rights under any circumstances; but subject to this proviso, it shall be conclusive evidence of the fact therein stated, and as such shall be received in all courts and places. All costs of such proceedings shall be paid by the petitioners.*

[Laws of 1885, p. 99.]

*The Missouri State Department holds that this section is repealed.

MONTANA.

CONSTITUTION.* Article XV.

[In effect Nov. 8, 1889.]

1. General laws to be enacted. Repeal.—2. No charter of incorporation shall be granted, extended, changed or amended by special law, except for such municipal, charitable, educational, penal or reformatory corporations as are, or may be under the control of the State; but the Legislative Assembly shall provide by general law for the organization of corporations hereafter to be created; *Provided*, That any such laws shall be subject to future repeal or alteration by the Legislative Assembly.

2. Charters repealable.—3. The Legislative Assembly shall have the power to alter, revoke or annul any charter of incorporation existing at the time of the adoption of this Constitution, or which may be hereafter incorporated, whenever in its opinion it may be injurious to the citizens of the State.

CODES AND STATUTES, 1895.

CODE OF CIVIL PROCEDURE.

PART III. TITLE VI. VOLUNTARY DISSOLUTION OF CORPORATIONS.

3. Dissolution, how effected.—2190. A corporation may be dissolved by the district court of the county where its principal place of business is situated, upon its voluntary application for that purpose.

4. Application, contents of.—2191. The application must be in writing, and must set forth:

1. That at a meeting of the stockholders or members called

* Article XX, Section 1, of the Constitution provides that all laws of the Territory of Montana shall remain in full force until altered or repealed by the State Legislature. Also that the word "State" shall be substituted for "Territory" whenever necessary.

for that purpose, the dissolution of the corporation was resolved upon by a two-thirds vote of all the stockholders or members.

2. That all claims and demands against the corporation have been satisfied and discharged.

5. Application to be signed and verified.—2192. The application must be signed by a majority of the board of trustees, directors or other officers having the management of the affairs of the corporation, and must be verified in the same manner as a complaint in a civil action.

6. Application to be filed and notice to be published.—2193. If the court is satisfied that the application is in conformity with this title, the judge thereof must order it to be filed with the clerk, and that the clerk give not less than thirty nor more than fifty days' notice of the application, by publication in some newspaper published in the county; and if there are none such, then by advertisement posted up in three of the principal public places in the county.

7. Objections, filing of.—2194. At any time before the expiration of the time of publication, any person may file his objections to the application.

8. Application, hearing of.—2195. After the time of publication has expired, the court or judge may, upon five days' notice to the persons who have filed objections, or without further notice, if no objections have been filed, proceed to hear and determine the application, and if all the statements made therein are shown to be true, must declare the corporation dissolved.

9. Judgment roll. Appeals.—2196. The application, notices, proof of publication, objections [if there be any], and declaration of dissolution, constitute the judgment roll; and from the judgment an appeal may be taken, as from other judgments of the district court.

CIVIL CODE.

DIV. I. PART IV. TITLE 1.

CHAP. I. FORMATION OF CORPORATIONS. ART. I. CORPORATIONS DEFINED AND HOW ORGANIZED.

10. How incorporated.—392. Private corporations may be formed by the voluntary association of any three or more persons in the manner prescribed in this article.

11. Purposes.—393. The purposes for which the private corporations mentioned in the last section are:

1. The support of public worship.
2. The support of any religious, benevolent, charitable, educational or missionary undertaking. . . .

12. Legislature, power of, over charters.—394. Every grant of corporate power is subject to alteration, suspension or repeal, in the discretion of the Legislative Assembly.

13. Name. Mistake in name not to invalidate instruments.—396. Every corporation must have a corporate name, which it has no power to change unless expressly authorized by law; but the name is to be deemed so far matter of description, that a mistake in the name in any instrument may be disregarded, if a sufficient description remains by which to ascertain the corporation intended.

14. Extension of corporate life.—400. Any corporation formed under the laws of the territory or state of Montana, except those dissolved by the provisions of § 393,* and still existing, may at any time within the period limited for its duration elect to continue its existence under the provisions of this code applicable thereto. Such election may be made at any annual meeting of the stockholders, or members, or at any meeting called by the directors expressly for considering the subject, if voted by stockholders representing a majority of the capital stock, or by a majority of the members, or may be made by the directors upon the written consent of that number of such stockholders or members. A certificate of the action of the directors signed by them and their secretary, when the election is made by their unanimous vote, or upon the written consent of the stockholders or members, or a certificate of the proceedings of the stockholders, or members when such election is made at any such meeting, signed by the chairman and secretary of the meeting, and a majority of the directors, must be filed in the office of the clerk of the county where the original articles of incorporation are filed, and a certified copy thereof must be filed in the office of the secretary of state; and thereafter the corporation shall continue its existence under the provisions of this code which are applicable thereto, and shall possess all the rights and powers, and be subject to all the obligations, restrictions, and limitations prescribed thereby.

* Does not include religious corporations.

15. Prior corporations not affected. Previous laws repealed.—401. No corporation formed or existing before twelve o'clock noon upon the day which this code takes effect, is affected by the provisions of part IV, of division first, of this code, unless such corporation elects to continue its existence under it as provided in § 400;* but the laws under which such corporations are formed and exist are applicable to all such corporations, and are repealed, subject to the provisions of this section.

16. Articles of incorporation, definition.—402. The instrument by which a private corporation is formed is called "Articles of Incorporation."

17. Articles, contents of.—403. Articles of incorporation must be prepared, setting forth:

1. The name of the corporation.
2. The purpose for which it is formed.
3. The place where its principal business is to be transacted.
4. The term for which it is to exist, not exceeding twenty years.
5. The number of its directors or trustees, which shall not be less than three nor more than thirteen, and the names and residences of those who are appointed for the first three months and until their successors are elected and qualified. . . .

18. Articles, additional facts.—404. The articles of incorporation in the following cases must also state: . . .

4. In case of religious, benevolent and other like incorporations, the articles of incorporation shall state as provided in § 862† of this code. . . .

19. Articles, to be subscribed and acknowledged.—405. The articles of incorporation must be subscribed by three or more persons, and acknowledged by each before some officer authorized to take and certify acknowledgments of conveyances of real property.

20. Articles to be filed and recorded. Certificate of incorporation.—406. Upon filing and recording the articles of incorporation in the office of the county clerk of the county in which the principal business of the company is to be transacted, and a copy thereof, certified by the county clerk, with

* See No. 14, p. 254.

† See No. 50, p. 264.

the secretary of state, the secretary must issue to the corporation, over the great seal of the State, a certificate that a copy of the articles, containing the required statement of facts has been filed in his office; and thereupon the persons signing the articles, and their associates and successors, shall be a body politic and corporate, by the name stated in the certificate, and for the term of twenty years, unless it is in the articles of incorporation otherwise stated, or in this code otherwise specially provided; and in no case must such term exceed twenty years.

21. Articles, copy of, to be evidence.—407. A copy of any articles of incorporation filed in pursuance of this chapter, and certified by the secretary of state, must be received in all courts and other places as *prima facie* evidence of the facts therein stated.

22. Articles to be filed with county clerk.—409. No corporation hereafter formed shall purchase, locate, or hold property in any county in this State, without filing a copy of the copy of its articles of incorporation filed in the office of the secretary of state, duly certified by such secretary of state, in the office of the county clerk of the county in which such property is situated, within sixty days after such purchase or location is made. Every corporation now in existence, whether formed under the provisions of this code or not, must within ninety days after the passage of this code, file such certified copy of the copy of its articles of incorporation in the office of the county clerk of every county in this State in which it holds any property; except the county where the original articles of incorporation are filed; and if any corporation hereafter acquire any property in a county other than that in which it now holds property, it must, within ninety days thereafter, file with the clerk of such county such certified copy of the copy of its articles of incorporation. The copies so filed with the several county clerks and certified copies thereof shall have the same force and effect in evidence as would the originals. Any corporation failing to comply with the provisions of this section shall not maintain or defend any action or proceeding in relation to such property, its rents, issues, or profits, until such articles of incorporation and such certified copy of its articles of incorporation shall be filed at the places directed by the general law and this section; *Provided*, That all corporations shall be liable in damages for any and all loss that may arise by the failure of such corporation to perform any of the foregoing duties within

the time mentioned in this section; *and provided further*, That the said damages may be recovered in an action brought in any court of this State of competent jurisdiction, by any party or parties suffering the same.

ART. II. BY-LAWS, DIRECTORS, ELECTIONS AND MEETINGS.

23. By-laws, how adopted.—430. Every corporation formed under this title must, within one month after filing articles of incorporation, adopt a code of by-laws for its government, not inconsistent with the constitution and laws of this State. The assent of the stockholders representing a majority of all the subscribed capital stock, or a majority of the members, if there be no capital stock, is necessary to adopt by-laws if they are adopted at a meeting called for that purpose; and in the event of such meeting being called, two weeks' notice of the same by advertisement in some newspaper published in the county in which the principal place of business of the corporation is located, or if none is published therein, then in a paper published in an adjoining county, must be given by order of the acting president. The written assent of the holders of two-thirds of the stock, or of two-thirds of the members, if there be no capital stock, shall be effectual to adopt a code of by-laws without a meeting for that purpose.

24. Directors, election of.—431. The directors must be elected annually by the stockholders or members, and if no provision is made by the by-laws for the time of election, the election must be held on the first Tuesday in June. Notice of such election must be given, and the right to vote determined as prescribed in § 430.*

25. By-laws, contents.—432. A corporation may, by its by-laws, where no other provision is specially made, provide for:

1. The time, place, and manner of calling and conducting its meetings.
2. The number of stockholders or members constituting a quorum.
3. The mode of voting by proxy.
4. The time of the annual election of directors, and the mode and manner of giving notice thereof.
5. The compensation and duties of officers.
6. The manner of election and the tenure of office of all officers other than the directors; and,

* See No. 23, above.

7. Suitable penalties for violations of by-laws, not exceeding in any case one hundred dollars for any one offense.

26. Book of by-laws. Amendment and repeal.—433. All by-laws adopted must be certified by a majority of the directors and secretary of the corporation and copied in a legible hand, in some book kept in the office of the corporation, to be known as the "Book of By-Laws," and no by-laws shall take effect until so copied, and the book shall then be open to the inspection of the public during office hours of each day except holidays. The by-laws may be repealed or amended, or new by-laws may be adopted, at the annual meeting, or at any other meeting of the stockholders or members, called for that purpose by the directors, by a vote representing two-thirds of the subscribed stock or by two-thirds of the members. The written assent of the holders of two-thirds of the stock, or two-thirds of the members, if there be no capital stock, shall be effectual to repeal or amend any by-law or to adopt additional by-laws. The power to repeal or amend by-laws, and adopt new by-laws, may, by a similar vote at any such meeting, or similar written assent be delegated to the board of directors. The power, when delegated, may be revoked by a similar vote, at any regular meeting, of the stockholders or members. Whenever any amendment or new by-law is adopted, it shall be copied in the book of by-laws, with the original by-laws, and immediately after them, and shall not take effect until so copied. If any by-law be repealed, the fact of repeal with the date of the meeting at which the repeal was enacted, or written consent was filed, shall be stated in said book, and until so stated the repeal shall not take effect.

27. Directors, board of, must control. Quorum. Vacancies.—434. The corporate powers, business and property of all corporations formed under this title must be exercised, conducted and controlled by a board of not less than three nor more than thirteen directors, to be elected from among the holders of stock, or, where there is no capital stock, then from the members of such corporations. . . . Directors of all other corporations must be members thereof. Unless a quorum* is present and acting, no business performed or act done is valid as against the corporation. Whenever a vacancy occurs in the office of the director, unless the by-laws of the

* See No. 30, p. 259.

corporation otherwise provide, such vacancy must be filled by an appointee of the board.

28. Directors, when to be first elected.—435. At the meeting at which the by-laws are adopted or at such subsequent meeting as may be then designated, directors must be elected, to hold their offices for one year, and until their successors are elected and qualified.

29. Elections, votes at.—436. All elections must be by ballot. . . . In corporations having no capital stock each member of the corporation may cast as many votes for one director as there are directors to be elected, or may distribute the same among any or all of the candidates. In either case the directors receiving the highest number of votes shall be declared elected.

30. Directors, organization of. Officers. Majority governs.—437. Immediately after their election, the directors must organize by the election of a president, who must be one of their number, a secretary and treasurer. They must perform the duties enjoined on them by law and the by-laws of the corporation. A majority of the directors is a sufficient number to form a board for the transaction of business, and every decision of a majority of the directors forming such board, made when duly assembled, is valid as a corporate act.

31. Directors, removal of.—439. No director shall be removed from office unless by a vote of two-thirds of the members, or of stockholders holding two-thirds of the capital stock, at a general meeting held after previous notice of the time and place of the intention to propose such removal. Meetings of stockholders for this purpose may be called by the president or by a majority of the directors, or by members or stockholders, holding at least one-half of the votes. Such calls must be in writing, and addressed to the secretary, who must thereupon give notice of the time, place, and object of the meeting, and by whose order it is called. If the secretary refuse to give the notice, or if there is none, the call may be addressed directly to the members or stockholders, and be served as a notice in which case it must specify the time and place of the meeting. The notice must be given in the manner provided in § 430* of this title, unless other express provision has been made therefor in the by-laws. In case of removal the vacancy may be filled by election at the same meeting.

* See No. 23, p. 257.

32. Meeting, by order justice of the peace.—440. Whenever, from any cause, there is no person authorized to call or preside at the meeting of a corporation, any justice of the peace of the county where such corporation is established may, on written application, of three or more of the stockholders, or of the members thereof, issue a warrant to one of the stockholders or members directing him to call a meeting of the corporation by giving the notice required, and the justice may in the same warrant direct such person to preside at such meeting until a clerk is chosen and qualified, if there is no other officer present legally authorized to preside thereat.

33. Elections, postponed.—443. If from any cause an election does not take place on the day appointed in the by-laws, it may be held on any day thereafter as is provided for in such by-laws, or to which such election may be adjourned or ordered by the directors. If an election has not been held at the appointed time, and no adjourned or other meeting for the purpose has been ordered by the directors, a meeting may be called by the stockholders as provided in § 439* of this article.

34. Elections, complaints as to.—444. Upon the application of any person or body corporate aggrieved by any election held by any corporate body, the district court of the district in which such election was held, or a judge thereof, must proceed forthwith to hear the allegations and proofs of the parties, or otherwise inquire into the matters of complaint, and thereupon confirm the election, order a new one, or direct such other relief in the premises as accords with right and justice. Upon filing the petition, and before any further proceedings are had under this section, five days' notice of the hearing must be given, under the direction of the court or the judge thereof, to the adverse party or those to be affected thereby.

35. Meetings by unanimous consent valid.—446. When all the stockholders or members of a corporation are present at any meeting, however called or notified, and sign a written consent thereto on the record of such meeting, the acts and proceedings of such meeting are as valid as if had at a meeting legally called and noticed.

36. Meetings by consent competent for business.—447. The stockholders or members of such corporation, when so assembled, may elect officers to fill all vacancies then exist-

* See No. 31, p. 259.

ing, and may act upon such other business as might lawfully be transacted at regular meetings of the corporation.

37. Meetings to be held at place of business.—448. The meetings of the stockholders and board of directors of a corporation must be held at its office or principal place of business.

38. Special meetings, how called.—449. When no provision is made in the by-laws for regular meetings of the directors and the mode of calling special meetings, all meetings must be called by special notice in writing, to be given to each director by the secretary, on the order of the president, or if there is none, on the order of two directors.

CHAP. III. CORPORATE POWERS. ART. I. GENERAL POWERS.

39. Powers.—520. Every corporation, as such, has power:

1. Of succession, by its corporate name, for the period limited in its articles of incorporation.
2. To sue and be sued, in any court.
3. To make and use a common seal, and alter the same at pleasure.
4. To purchase, hold, and convey such real and personal estate as the purposes of the corporation may require.
5. To appoint such subordinate officers or agents as the business of the corporation may require, and to allow them suitable compensation.
6. To make by-laws, not inconsistent with any existing law, for the management of its property, the regulation of its affairs and for the transfer of its stock.
7. To enter into any obligations or contracts essential to the transaction of its ordinary affairs, or for the purposes of the corporation.

40. Powers, limitation upon.—521. In addition to the powers enumerated in the preceding section, and to those elsewhere expressly given, no corporation shall possess or exercise any corporate powers, except such as are necessary to the exercise of the powers so enumerated and given.

41. Limit of time for commencing business.—523. If a corporation does not organize and commence the transaction of its business or the construction of its works within one year

from the date of its incorporation, its corporate powers cease. The due incorporation of any company, claiming in good faith to be a corporation under this part, and doing business as such, or its right to exercise corporate powers, shall not be inquired into, collaterally, in any private suit to which such *de facto* corporation may be a party; but such inquiry may be had at the suit of the State on information of the attorney general.

42. Real property, limit upon.—526. No corporation shall acquire or hold any more real property than may be reasonably necessary for the transaction of its business, or the construction of its works, except as otherwise specially provided. A corporation may acquire real property as provided in the code of civil procedure, title VII, part III.*

ART. III. EXAMINATION OF CORPORATIONS, ETC.

43. Legislature, powers of. Repeal does not affect liability.—550. The Legislative Assembly may at any time amend or repeal this part, or any title, chapter, article, or section thereof, and dissolve all corporations created thereunder; but such amendment or repeal does not, nor does the dissolution of any corporation take away or repair any remedy given against any such corporation, its stockholders, or officers, for any liability which has been previously incurred.

CHAP. IV. TITLE I. EXTENSION AND DISSOLUTION OF CORPORATIONS.

44. Dissolution, how effected.—560. A corporation is dissolved:

1. By the expiration of the time limited by its charter; or
2. By a judgment of dissolution, in a manner provided by the code of civil procedure, title VI, part III,† and chapter V of title X, part II.
3. By an act of the Legislative Assembly.

45. When dissolved, directors to be trustees.—561. Unless other persons are appointed by the court, the directors of such corporation at the time of its dissolution are trustees of the creditors and stockholders or members of the corporation dissolved, and have full power to settle the affairs of the corporation, and as such trustees are authorized to execute all grants of real estate owned by such corporation.

* Not printed in this volume.

† See p. 252.

46. Extension of corporate life.—562. Every corporation formed for a period less than twenty years may at any time prior to the expiration of the term of its corporate existence extend such term to a period not exceeding twenty years from its formation. And every corporation may extend the period of its existence for an additional term not exceeding twenty years, after the expiration of the period for which it was formed, as follows: Such extension may be made at any meeting of the stockholders or members called by the directors expressly for considering the subject, if voted by stockholders representing two-thirds of the capital stock, or by two-thirds of the members, or may be made upon the written assent of that number of stockholders or members. A certificate of the proceedings of the meeting upon such vote, or upon such assent, shall be signed by the chairman and secretary of the meeting and a majority of the directors; and be filed in the office of the county clerk where the original articles of incorporation were filed, and a certified copy thereof in the office of the secretary of state, and thereupon the term of incorporation shall be extended for the specified period.

47. Provisions applicable to all corporations.—563. The provisions of this title are applicable to every corporation, unless such corporation is excepted from its operation or unless a special provision is made in relation thereto inconsistent with some provision in this title, in which case a special provision prevails.

TITLE VII. ART. I. RELIGIOUS, SOCIAL AND BENEVOLENT
CORPORATIONS.

48. Who may incorporate.—860. Associations, where pecuniary profit is not the object, for the purpose of establishing and conducting churches, hospitals, . . . and all other associations, societies and orders of like character, may become incorporated upon complying with the provisions of this title.

49. Resolution authorizing trustees to incorporate.—861. It shall be lawful for any such association, at any regular meeting thereof, or at a special meeting for that purpose called, to adopt by a vote of two-thirds of the members thereof, then present, a resolution to the following effect: "*Resolved*, That the trustees of this (church, lodge, or other association, as the case may be), to wit: (A, B, C, D, etc., giving the names of the duly elected trustees), be and are hereby

authorized to incorporate this (church, lodge or as the case may be), and for that purpose to file with the proper officer articles of incorporation as are required by law. Such trustees must conduct the affairs of the corporation so formed until their successors are elected and qualified.

50. Articles to be filed and recorded.—862. The trustees, of whom there must not be less than three, nor more than thirteen, named in such resolution, may thereupon make, file and record articles of incorporation as provided for in this part, and must attach to such articles a copy of the resolution, certified to by the president and secretary of such meeting.

51. Articles, additional contents.—863. Corporations organized for purposes other than profit may, in their by-laws, ordinances, constitutions or articles of incorporation, in addition to the provisions in Title I,* of this part, provide for:

1. The qualification of members, mode of election, and terms of admission to membership.

2. The fees of admission and dues to be paid into their treasury by members.

3. The number of members that constitute a quorum at any meeting of the corporation, and that election of officers of the corporation by a meeting so constituted, shall be as valid as if there had been a majority of the members present thereat and voting.

4. The expulsion and suspension of members for misconduct or non-payment of dues; also for restoration to membership.

5. Contracting, securing, paying and limiting the amount of their indebtedness.

6. Other regulations, not repugnant to the constitution or laws of the State and consonant with the objects of the corporation.

52. Synods, etc., how incorporated.—864. The representative body of any religious society in this State, as conference, synod, convocation, convention or the like, may elect not less than three of its members as trustees, with authority to form a corporation for the holding and administering of trust funds for general or special purposes, and for holding the legal title to real estate for the use of and in trust for the said society; and any religious society may authorize the formation

* See No. 17, p. 255, and No. 25, p. 257.

of as many corporations of this character as may be deemed necessary and proper for its purpose. Such persons must thereupon file articles of incorporation as provided for in § 862* of this title, in the office of the secretary of state. There must be attached to the articles of incorporation, a transcript of the record of their election of such trustees, certified by the presiding and recording officer of the body by which they were elected, and thereupon such persons and their successors in office shall become a body politic and corporate, with like powers as other corporations provided for in this part.

53. Sale and mortgage of property.—865. Corporations of the character mentioned in this title may mortgage or sell real property held by them, upon obtaining an order for that purpose from the district court held in the county in which the property is situated. Before making the order, proof must be made to the satisfaction of the court that notice of the application for leave to mortgage or sell has been given by publication in such manner and for such time as the court or judge has directed, and that it is to the interest of the corporation that leave should be granted as prayed for. The application must be made by petition, and any member of the corporation may oppose the granting of the order by affidavit or otherwise.

DIV. II. PART IV. TITLE VI. CHAP. I. EXECUTION OF
WILLS.

54. Mortmain restrictions.—1758. 'No estate, real or personal, shall be bequeathed or devised to any charitable or benevolent society, or corporation, or to any person or persons in trust for charitable uses, except the same be done by will duly executed at least thirty days before the decease of the testator; and if so made, at least thirty days prior to such death, such devise or legacy, and each of them, shall be valid; *Provided*, That no such devises or bequests shall collectively exceed one-third of the estate of the testator, leaving legal heirs, and in such a case a *pro rata* deduction from such devises or bequests shall be made, so as to reduce the aggregate thereof to one-third of such estate; and all dispositions of property made contrary hereto shall be void, and go to the residuary legatee or devisee, next of kin, or heirs, according to law.

1759. No estate, real or personal, shall be bequeathed or devised to any charitable or benevolent society or corporation,

* See No. 50, p. 264.

or to any person or persons in trust for charitable uses except the same be done by letters duly executed at least thirty days before the decease of the testator, and if so made at least thirty days prior to such death, such devise or legacy and each of them shall be valid; *Provided*, That the prohibition contained in this section shall not apply to cases where not more than one-third of the estate of the testator shall be bequeathed or devised for charitable or benevolent purposes. [§ 1759. Act approved March 7, 1893.]

NEBRASKA.

CONSTITUTION.

[In effect Nov. 1, 1875.]

BILL OF RIGHTS.

1. Church support not obligatory. Protective laws to be passed.—4. . . . No person shall be compelled to attend, erect, or support any place of worship against his consent, and no preference shall be given by law to any religious society, nor shall any interference with the rights of conscience be permitted. . . . Religion, morality and knowledge, however, being essential to good government, it shall be the duty of the Legislature to pass suitable laws to protect every religious denomination in the peaceable enjoyment of its own mode of public worship. . . .

ARTICLE XIII.

2. General laws to be enacted.—1. No corporation shall be created by special law, nor its charter extended, changed, or amended, except those for charitable, educational, penal or reformatory purposes, which are to be and remain under the patronage and control of the State, but the Legislature shall provide by general laws for the organization of all corporations hereafter to be created. All general laws passed pursuant to this section may be altered from time to time, or repealed.

COMPILED STATUTES, 1895.

CHAP. XVI. CORPORATIONS.

[TRUSTEES OF RELIGIOUS ENDOWMENTS.]

3. How incorporated.—26. Whenever three or more persons shall desire to create a board of trustees, to become incorporated as the trustees of an endowment fund for any educational, religious or charitable purpose, they shall do so in the following manner, to wit: Whenever, at any meeting

called for the purpose, the said persons, at least three of whom shall be residents of this State, not less than three in number as aforesaid, shall resolve to become a body corporate and politic, having a seal and corporate name, whereby they may sue and be sued in courts of justice in this State, they shall prepare a statement, setting forth the name by which they shall be called, the amount of said fund, and the manner in which and the district to which the said fund shall be applied, whether within or without this State, together with the names of the persons who shall act as trustees, which said statement shall be subscribed by all the persons composing said meeting, in the presence of some magistrate or judicial officer having a seal, who shall attest the signing of the same, and the same shall be recorded in the office of the county clerk in the county where said meeting was held, and thereupon the persons named in said statement as trustees, and their successors in office, shall become a body corporate and politic for the purposes in said statement named and specified; and a certified copy of said record, under the hand and seal of the county clerk of said county, shall at all times be *prima facie* evidence of the existence of said corporation.

4. Changes in application, how effected.—27. In any case where, in the original statement in the preceding section provided for, it is contemplated that the fund may be applied to any object not inconsistent with the purposes of education, religion, or charity, different from that particularly specified in said statement, the trustees above named, or their successors in office, may apply to the district court in the county where the record hereinbefore provided for was made, for the privilege to make such change, designating particularly the purposes to which it is proposed to apply the same; and the said court, on being satisfied that such change is not inconsistent with the object of the original creation and institution of said fund, shall authorize and sanction such change.

5. Terms of office, etc.—23. The said board of trustees and their successors in office shall be a body politic with perpetual succession, and they shall hold their offices for such terms and receive their appointments in such manner as shall be designated in the statement on record in the office of the county clerk, as hereinbefore provided.

RELIGIOUS AND OTHER SOCIETIES.

6. Election of trustees and clerk by church usage. Synods, etc., how incorporated.—40. It shall be lawful for any religious sect or denomination, fire company, or any literary, scientific or benevolent association (other than colleges, universities, academies and seminaries) within this State, to elect at a meeting of a majority of the members of any organized church, fire company, literary, scientific, or benevolent association as aforesaid, called for that purpose, any number of their members, not less than three, to serve as trustees or directors, and one member as clerk, who shall hold their offices during the pleasure of the society or association; *Provided*, That all religious bodies that have in their articles of association, constitution, by-laws, or discipline, provisions for the election of trustees or directors to hold property for the use and benefit of the membership and ministry thereof, may and are hereby authorized to elect such trustees or directors according to such provisions, and that a certificate of such election signed by the president and clerk of such meeting or conference, shall be placed upon the records of the county in which such property may be situated. And *Provided further*, That this act shall also include and apply to, and provide for, the incorporation of any synod, conference, association, diocese, presbytery, or any other ecclesiastical body or court of any religious sect or denomination; comprising or extending over the whole State or any part thereof, and in every such case in which such body to be incorporated shall comprise or extend over more than one county in this State, the certificate of election of the trustees or directors shall also be filed in the office of the secretary of State and there recorded.

7. Record incorporates.—41. That the clerk so elected shall make a true record of the proceedings of such meeting provided for in this subdivision, so far as the same pertains to the organization of the body and the election of such trustees or directors, and certify and deliver a true copy of the same to the clerk of the county where such meeting shall be held, if said body shall not comprise or extend over more than such county, together with the name by which such church, fire company, association, or body shall thereafter desire to be known; and it shall be the duty of such county clerk, immediately upon the receipt of such certified statement, to record the same in a book of record to be kept by him, provided for that purpose at

the expense of his county, for which service he may demand the sum of ten cents per hundred words; and in case said body shall comprise and extend over more than one county, then such clerk shall deliver such certified copy of said proceedings and such name to the secretary of State of this State, who shall in like manner file and record the same in his office in a book provided for such purposes at the expense of the State; and from and after the making of such record by the county clerk or the secretary of State, as the case may be, the said trustees or directors and their associated members, as such body, company, church, association, synod, conference, presbytery, diocese, or other court, and their successors, shall be invested with the powers, privileges, and immunities incident to aggregate corporations, and a certified transcript of the record herein authorized to be made by county clerk or secretary of State shall be deemed and taken in all courts and places whatsoever in this State as *prima facie* evidence of the existence of such corporation.

8. Powers of trustees.—42. The trustees or directors, who may be appointed under the provisions of this subdivision, and their successors in office, shall have perpetual succession by such name as may be designated, and by such name may be legally capable of contracting, and prosecuting and defending suits, and shall have the capacity to acquire, hold, enjoy, dispose of, and convey all property, real and personal, which they may acquire by purchase, donation, or otherwise, for the purpose of carrying out the intentions of such society or association, but they shall not acquire or hold property for any other purpose.

9. Officers. By-laws.—43. Such society or association, when incorporated, may elect such officers and make such rules and regulations as may be necessary and expedient for its own government, and the management of its fiscal and other affairs to effect their respective objects.

10. Trustees, vacancies and quorum.—44. If said board of trustees or directors, as is provided for in this subdivision, shall be vacated, either in whole or in part, by death, resignation or otherwise, such board of trustees or directors may be revived, or such vacancy or vacancies filled, in the manner pointed out in this subdivision for the original organization of said board, and a majority of said trustees or directors shall be a quorum for the transaction of business.

GENERAL PROVISIONS.

11. Provisions may be accepted by all corporations. Religious corporations need not publish annual exhibit.

—54. All companies now incorporated in this State, and actually doing business, may accept any of the provisions of this chapter, and when so accepted, and a certified copy of their acceptance filed with the secretary of State, that portion of their charters inconsistent with the provisions of this chapter is hereby repealed. All companies hereafter incorporated, or accepting the provisions of this chapter, except those named in the fortieth* section of this chapter, are required to make and publish in some newspaper of general circulation in the county where the principal office is located, an annual exhibit, showing a full, fair, and detailed statement of the condition of such company, which statement shall be verified by the oath of the president, secretary, and clerk.

12. Assets to be employed in accordance with charter.—55. No company or association incorporated under the provisions of this chapter shall employ its stock, means, assets, or other property, directly or indirectly, for any other purpose whatever than to accomplish the legitimate object of its creation.

13. Failure to elect officers, how remedied.—59. Whenever any company, association, or society heretofore or hereafter incorporated shall have failed to elect its officers at the time designated, it shall be lawful for any such company, association, or society to call a meeting and elect its officers, who shall hold the respective offices until the time specified for the annual or other fixed time for holding such election; and when any incorporated company heretofore organized, or that may be hereafter organized under the provisions of this chapter, shall have a specified time fixed for its annual meeting, a majority of the stockholders in interest may, at any regular annual meeting, change the time of the annual meeting thereof.

14. Real estate, how sold or mortgaged.—60. When any real estate shall have been or may hereafter be bequeathed, aliened, donated, or otherwise entrusted to any religious society in this State, or to any of the trustees or officers of any such society, and such society shall be desirous to sell, exchange, or encumber, by mortgage or otherwise, any such real estate,

*See No. 6, p. 269.

it shall be lawful for the district court of the proper county upon good cause shown upon petition of any such society, or some person authorized by them, to make an order authorizing the sale or encumbrance of any such real estate, and said court may include in such order directions how the proceeds of such sale or encumbrance shall be appropriated or invested; *Provided*, Such order shall in no case be inconsistent with the original terms upon which such real estate became invested or intrusted to such religious society.

15. Parties in interest to be notified. Burial places excepted.—61. When any religious society shall petition, as is provided for in the preceding section, all persons who may have a vested, contingent, or reversionary interest in the real estate sought to be sold or encumbered shall be made parties to said petition, and such parties shall be notified of such petition in the same manner as is or may be provided for in cases of petitions for partitions of real estate; *Provided*, That the provisions of this chapter shall not extend to any grounds used or occupied as burial places for the dead.

16. Dissolved corporation, trustees of.—62. Upon the dissolution, by the expiration of the term of its charter or otherwise, of any corporation now existing, or hereafter created, and unless other persons be appointed by the Legislature, or by some court of competent authority, the directors or managers of the affairs of such corporation, acting last before the time of its dissolution, by whatever name they may be known in law, and the survivors of them, shall be the trustees of the creditors and stockholders of the corporation dissolved, and shall have full power to settle the affairs of the same, collect and pay the outstanding debts, and divide among the stockholders the moneys and property that shall remain, in proportion to the stock of each stockholder paid up, after the payment of debts and necessary expenses; and the persons so constituted trustees shall have authority to sue for and recover the debts and property of the dissolved corporation, by the name of the trustees of such corporation, describing it by its corporate name, and shall be jointly and severally responsible to the creditors and stockholders of such corporation, to the extent of its property and effects that shall come into their hands; and no suit against any such corporation shall abate in consequence of such dissolution, and said trustees may be made parties thereto by *scire facias*; and all liens of judgments and decrees

of any courts of chancery, existing at the time of such dissolution, either in favor of or against such corporation, shall continue in force in the same manner as if such dissolution had not taken place; *Provided*, That in case of the death, resignation, inability, or refusal to act, of the directors or managers aforesaid, or the survivors thereof, the district court of the proper county may, on the application of any person interested, appoint trustees to fill the vacancy, with full power to perform the duties aforesaid.

17. Title passes to trustees.—65. The title of all real estate belonging to any such corporation shall, at the time of the dissolution of the same, pass to the trustees of such corporation, who shall have full power and authority to sell and dispose of any such real estate, in such manner and upon such terms as may be thought best for the interest of the creditors and stockholders, and upon any such sale to make a good and sufficient title therefor.

18. Trustees subject to court of chancery.—66. The trustees of any such dissolved corporation shall be subject to the control of the court of chancery, and be liable to be sued by petition in chancery, on behalf of any person interested, on account of any neglect or omission of duty or abuse of trust; and in case of the removal of any such trustee by such court for an abuse of trust, such court shall have the power and authority to appoint a suitable person to fill the vacancy; and any such trustee may for reasonable cause, upon the application of any creditor or stockholder, be required by the district court to give bond and security in such amount and subject to such conditions as the court may direct.

19. Construction of chapter as to dissolution.—71. Nothing in this chapter contained shall at any time be construed as extending or reviving the charter of any banking or other corporation dissolved either by affluxion of time or otherwise, for any other purpose than that of judicial proceedings,* in favor of or against the same.

CORPORATIONS.

20. Powers.—124. Every corporation, as such, has power:

1. To have succession by its corporate name.
2. To sue and be sued, to complain and defend in courts of law and equity.

*Sections 63, 64, 67, 68, 69 and 70 relate to suits by or against dissolved corporations.

3. To make and use a common seal, and alter the same at pleasure.

4. To hold personal estate, and all such real estate as may be necessary for the legitimate business of the corporation.

5. To render the interest of the stockholders transferable.

6. To appoint such subordinate officers and agents as the business of the corporation shall require, and to allow them a suitable compensation therefor.

7. To make by-laws, not inconsistent with any existing law, for the management of its affairs.

21. Powers above named vest in every corporation.

—125. The powers enumerated in the preceding section shall vest in every corporation in this State, whether the same be formed without or by legislative enactment, although they may not be specified in its charter, or as articles of association.

22. Articles of incorporation.—126. Every corporation, previous to the commencement of any business, except its own organization, when the same is not formed by legislative enactment, must adopt articles of incorporation, and have them recorded in the office of the county clerk of the county or counties in which the business is to be transacted, in a book kept for that purpose.

23. Failure to organize dissolves.—129. If any corporation hereafter created by the Legislature shall not organize within one year after its incorporation, its corporate powers shall cease.

24. Public notice.—130. Notice must be published in some newspaper near the principal place of business, for four weeks.

25. Contents of notice.—131. Such notice shall contain:

1. The name of the corporation.
2. The principal place of transacting its business.
3. The general nature of the business to be transacted.
4. The amount of capital stock authorized, and the time and conditions on which it is to be paid in.
5. The time of commencement and termination of the corporation.
6. The highest amount of indebtedness or liability to which the corporation is at any time to subject itself.
7. By what officers the affairs of the corporation are to be conducted.

26. Commencement of business.—132. Any corporation formed without legislative enactment may commence business as soon as its articles of incorporation are filed by the county clerks of the counties, as required by this subdivision,* and shall be valid if a copy of its articles be filed in the office of the secretary of State, and the notice required be published within four months from the time of filing such articles in the clerk's office.

27. Changes, how effected.—133. Every change in any of the above matters shall be recorded and published in the same manner as the original articles are required by law.

28. Dissolution, consent of two-thirds of members necessary for.—134. No corporation can be dissolved by the members thereof except by consent of two-thirds of all its members, which consent must be entered on its records, unless a different rule has been adopted in its articles of incorporation.

29. Conveyances of lands.—137. It shall be lawful for any corporation to convey lands by deed, sealed by the common seal of said corporation, and signed by the president or presiding officer of the board of directors of the corporation; and such deed, when acknowledged by such officer to be an act of the corporation, or proved in the usual form prescribed for other conveyances for lands, shall be recorded in the clerk's office of the county in which the lands lie, in like manner as other deeds.

30. Arrears of dues.—138. All corporations may sue for and recover from their respective members, in any court of competent jurisdiction, all arrears or other debts due, or other demands which now are or hereafter may be owing to them, in like manner as they might sue for and recover the same from any indifferent person who might be a member, any law, usage, or custom to the contrary notwithstanding.

31. Effect of violation.—142. Any violation of the provisions of this subdivision shall cause a forfeiture of all the privileges conferred by the same, and the court may proceed to close the affairs of the corporation by an information for that purpose.

32. Closing business.—143. Corporations whose charters expire by their own limitation, or by the voluntary act of the

* See No. 22, p. 274.

stockholders, may continue to act for the purpose of closing their business, but for no other purpose.

33. Want of legal organization, no defense.—144. No body of men acting as a corporation under the provisions of this subdivision shall be permitted to set up the want of legal organization as a defense to any action brought against them as a corporation; nor shall any person sued on a contract made with such corporation, or for an injury to the property of such corporation, be permitted to set up the want of legal organization in defense of such action.

CHURCHES, PARISHES AND RELIGIOUS SOCIETIES.

34. Denominations may incorporate.—167. Churches, parishes and societies of all religious bodies, sects and denominations in this State having a central governing body with spiritual jurisdiction extending over the whole State, or a part thereof, being more than six counties, may become incorporated by complying with the terms and provisions of this act.

35. Persons incorporating.—168. The chief or presiding or executive officer of the religious bodies, sects and denominations mentioned in the first section of this act may, at such place in this State as he may appoint for the purpose, convene a meeting of himself and some other officer subordinate to himself, but having general jurisdiction throughout the State, or part of the State, as aforesaid, and the priest, minister or clergyman of the proposed church, parish or society, and at least two laymen resident within the limits thereof, of which meeting the said chief or presiding officer shall be president, and one of the other persons present shall be secretary.

36. Articles to be adopted, subscribed, and recorded.—169. The said five persons being so convened and organized as a meeting, shall adopt articles of incorporation which shall fix: 1. The name of the church, parish or society, and the place of its location. 2. The amount of debts which it shall be competent to contract, beyond which amount the corporation have no power to contract debts binding at law or in equity upon it, its members or its property. 3. The manner in which it may contract and become bound for debts, and may convey, encumber or charge its property. 4. The manner in which the succession of the members of the said corporation shall be regulated and vacancies in their number filled. 5. The time of

the commencement and termination of the corporation. 6. By what officers its affairs may be conducted. Which articles being subscribed and acknowledged by the persons present at the meeting, and recorded in the office of the county clerk of the county where such church, parish or society shall be located, whereupon such corporation shall be competent to transact all business in and by its corporate name.

37. Who are the corporators.—170. The persons attending said meeting shall be the corporators and members of the corporation until their places may be supplied by and under the provisions of the articles of incorporation.

38. Denominational corporations subject to other acts.—171. Corporations organized under the provisions of this act shall be subject to the laws of this State in respect of corporations, which are applicable to them save as herein expressly provided.

CHANGE OF NAME OF CHURCHES, RELIGIOUS AND EDUCATIONAL INSTITUTIONS.

39. How effected.—207. That any church, religious or charitable association or corporation existing now, or hereafter coming into existence, by virtue of any special charter from the Legislature of this State or of the Territory of Nebraska, or by virtue of the general statutes of the State, may and hereby is authorized to change its name at any regular annual meeting of said association by a two-thirds affirmative vote of the members present at said meeting.

40. Public notice.—208. Public notice of such action by said church or association shall be given by publishing the same in some newspaper in general circulation in the county where said church or association is located for three weeks successively next after said meeting, and by recording the minutes of said meeting in the same place as articles of incorporation are now by law required to be recorded.

41. Vested rights not impaired.—209. The change of the name of any church or religious or charitable association under this act shall not in any manner impair the right, title, or interest in or to any property held by said association whose name becomes changed, and any incumbrance or liability created before said change shall remain unimpaired thereby.

CHAP. LXIX. PUBLIC LANDS.

ART. 3. MISCELLANEOUS.

42. Purchase by church.—2. That any church or cemetery association or corporation having control of a cemetery in a school district where there be such land referred to in the first section of this act, such church association or corporation may purchase from the State any portion of said lands, not exceeding ten acres, for church or cemetery purposes, at the appraised value. Such appraisement may be as provided for in sales of school lands to individuals; *Provided*, That when such land hath been previously (appraised) the land required may be purchased at the former appraisement, but not lower than seven dollars per acre.

CHAP. LXXX. SCHOOL LANDS AND FUNDS.

ART. I. GENERAL PROVISIONS.

43. Purchase by church.—32. Any church or cemetery association or corporation having control of a cemetery in a school district where there is any such land* may purchase from the State any portion of said lands not exceeding ten acres for church or cemetery purposes, at not less than the price at which said lands may be purchased by individuals under the provisions of this act.

* "State land, school land, land of the school fund or otherwise."

NEVADA.

CONSTITUTION. Article VIII.

[In effect, Oct. 1, 1864.]

1. General laws to be enacted.—154. The Legislature shall pass no special act in any matter relating to corporate powers, except for municipal purposes; but corporations may be formed under general laws; and such laws may, from time to time, be altered or repealed.

2. Dues collectible. Individual liabilities.—156. Dues from corporations shall be secured by such means as may be prescribed by law; *Provided*, That corporators in corporations formed under the laws of this State shall not be individually liable for the debts or liabilities of such corporations.

GENERAL STATUTES, 1885.

[Act of Mar. 2, 1867.]

THE INCORPORATION OF RELIGIOUS, CHARITABLE, LITERARY AND OTHER ASSOCIATIONS.

3. How incorporated.*—1828. It shall be lawful for all churches, congregations, religious, moral, beneficial, charitable, literary, or scientific associations or societies by such rules or methods as their rules, regulations, or discipline may direct, to appoint or elect any number not less than three nor more than fifteen, as trustees or directors, to take charge of the estate and property belonging thereto, and to transact all affairs relative to the temporalities thereof.

4. Trustees, certificates of.—1029. Upon the appointment or election of such trustees or directors, a certificate of such appointment or election shall be executed by the person or persons making the appointment, or the judges holding the election, or the secretary of the association or society, stating

* There are no provisions for the dissolution of religious corporations. Sections 822 and 823, dealing with dissolutions, apply to corporations for profit.

the names of the trustees or directors. The name by which the association or society shall thereafter be called and known shall be particularly mentioned and specified.

5. Acknowledgment of certificate.—1030. Such certificate shall be acknowledged by the person making the same, or proved by a subscribing witness thereto, before some officer authorized to take acknowledgments of deeds, and recorded, together with the certificate of such acknowledgment or proof, by the clerk of the county within which such church, congregation, religious, moral, beneficial, charitable, literary, or scientific society or association shall be situated.

6. Powers.—1031. Such trustees or directors may have a common seal, and may alter the same at pleasure; they may take into their possession and custody all temporalities of such corporation, whether given, granted, or devised, directly or indirectly, to such society or association, or to any person or persons, for their use; they may sue and be sued, may receive and hold all the debts, demands, rights, and privileges; all churches, burying places, halls, school-houses, hospitals, or other buildings; all the estates and appurtenances belonging to such association or society; they may have, lease, and improve the same, erect all houses or buildings that are necessary to carry out the objects of the society or association, and perform all duties imposed on them by the regulations, rules, or discipline of such organization.

7. Real estate, sale of.—1032. The district court of the county in which any such association or corporation shall have been constituted, on application by petition of the trustees thereof, if they shall deem it proper and beneficial to such association or corporation, shall make an order for the sale of any real estate belonging to such association or corporation, and direct the application of the moneys arising from such sale to such uses as the said association or corporation, with the approval of such court, shall deem to be the best interests of such association or corporation; and in like manner such court may make an order authorizing such association or corporation to mortgage any of its real estate for such purposes as shall appear to be for the interest and benefit thereof. Any order made pursuant to the provisions of this section shall be subject to rehearing and to appeal to the supreme court, as in other civil cases; but a party having the right of such appeal may waive the same

by filing such waiver in writing, and on filing the same the right of appeal shall no longer exist.

8. Lands, etc., to descend.—1033. All lands, tenements, and hereditaments that have been, or may hereafter be, lawfully conveyed by devise, gift, grant, purchase, or otherwise, to any persons or trustees in trust for any such organization, shall descend, with the improvements, in perpetual succession to, and shall be held by such trustees in trust for such organization.

9. Real estate, limitation.—1034. The real estate held by such association or corporation shall in no case exceed one block in any town or city, and ten acres in the country; nor shall any portion thereof used for ordinary business purposes, and connected with the objects of such association, or corporation, or rented for profit, be exempted from taxation; *Provided*, That all real estate and personal property owned by such association or corporation prior to the passage of this act, notwithstanding any of the provisions thereof, may be still held, owned, and enjoyed by them.

10. Annual reports.—1035. It shall be the duty of said trustees annually to make a full report of all property, real and personal, held in trust by them, and the condition of the corporation, to the society or association by which they have been appointed or elected, a copy of which report shall be filed in the county clerk's office, where the original certificate is filed, with an affidavit of the truth of such report, and also that such association or corporation has not been engaged, directly or indirectly, in any other business than such as is set forth in the original certificate on file.

11. Existing incorporations not affected by repeal of prior act.—1036. An act entitled "An act to provide for the incorporation of religious, charitable, literary, scientific, and other associations," approved December nineteenth, eighteen hundred and sixty-two, is hereby repealed; *Provided*, That all associations or corporations formed under said act shall remain in force, and hold all rights acquired thereby, under this act.

PARTICULAR DENOMINATIONS.

12. The provisions for the incorporation of parishes of the Protestant Episcopal church are found in sections 995-1003.

NEW HAMPSHIRE.

CONSTITUTION. Part I. Bill of Rights.

[In effect, April 2, 1889.]

1. Parishes authorized to employ Protestant teachers. All churches to elect their own teachers and to be protected. Contracts with ministers valid.—6. As morality and piety, rightly grounded on evangelical principles, will give the best and greatest security to government, and will lay in the hearts of men the strongest obligations to due subjection, and as the knowledge of these is most likely to be propagated through society by the institution of the public worship of the Deity and of public instruction in morality and religion, therefore, to promote these important purposes, the people of this State have a right to empower, and do hereby fully empower, the Legislature to authorize, from time to time, the several towns, parishes, bodies corporate, or religious societies within this State, to make adequate provision, at their own expense, for the support and maintenance of public Protestant teachers of piety, religion, and morality. *Provided, notwithstanding,* That the several towns, parishes, bodies corporate, or religious societies shall at all times have the exclusive right of electing their own public teachers and of contracting with them for their support and maintenance. And no person of any one particular religious sect or denomination shall ever be compelled to pay toward the support of the teacher or teachers of another persuasion, sect, or denomination. And every denomination of Christians, demeaning themselves quietly and as good subjects of the State, shall be equally under the protection of the law; and no subordination of any one sect or denomination to another shall ever be established by law. And nothing herein shall be construed to affect any former contracts made for the support of the ministry; but all such contracts shall remain and be in the same state as if this Constitution had not been made.

PUBLIC STATUTES, 1891.

TITLE XVIII. OF ESTATES AND THEIR INCIDENTS.

CHAP. CXXXVII. CONVEYANCE OF REAL ESTATE.

2. Church lot cannot be taken by occupancy.—20.

No person shall acquire by prescription a right to any part of a town house, school-house, or church lot, or of any public ground, by fencing or otherwise enclosing the same or in any way occupying it adversely for any length of time.

TITLE XX. OF CORPORATIONS.

CHAP. CXLVII. VOLUNTARY CORPORATIONS.

FORMATION OF CORPORATIONS.

3. How incorporated.—1. Five or more persons of lawful age may associate together by articles of agreement to form a corporation, for either of the following purposes:

1. The promotion of the cause of temperance and of any charitable or religious cause. . . .

4. Articles, contents of.—2. The articles of association shall set forth the name of the corporation, the object for which it is established, the place in which its business is to be carried on, and the amount of its capital stock, if any; and shall be signed by the persons who associate together to form it, with a designation of the post-office address of each.

5. Corporate name. How changed.—3. Any corporate name may be assumed which is not in use by any other corporation or company. It shall not be changed except by act of the Legislature.

6. Articles to be recorded. Beginning of corporate life.—4. The articles of agreement shall be recorded in the office of the clerk of the town in which the business of the corporation is to be carried on and in the office of the secretary of State; and when so recorded, and the charter fee required by law, if any, has been paid to the State treasurer, the signers thereof shall be a corporation, and such corporation, its officers and stockholders, shall have all the rights and powers* and be

* See No. 8, Section 9, p. 284.

subject to all the duties and liabilities of other similar corporations, their officers and stockholders, except so far as the same are enlarged or limited by this chapter.

7. By-laws, etc., of signers become those of corporation.—5. Any by-laws adopted and organization effected by the unanimous action of the signers of the articles of agreement before the articles have been recorded as required by the preceding section, not repugnant to the laws of the State, shall be the by-laws and organization of the corporation, and shall remain in force until changed by it.

POWERS OF CORPORATION.

8. Corporations may raise money from members.—9. Any corporation whose object is not a division of profits among its stockholders may raise money of its members in any manner provided for in its agreement of association, or in its by-laws.

DISSOLUTION OF CORPORATION.

9. Dissolution of corporations, how decreed.—10. Any such corporation, or stockholders owning one-fourth of the stock of the corporation, or, if there be no stockholders, one-fourth of the members of the corporation, may apply by petition to the supreme court, at a trial term in the county in which the corporation is located, for a decree of dissolution, or for such other relief as may be just; and the court, after due notice to all parties interested, and a hearing, may decree that the corporation be dissolved, subject to such limitations and conditions as justice may require.

10. Corporation to file copy of decree.—11. The corporation shall cause an attested copy of the decree of the court to be filed in the office of the secretary of State forthwith after it is made; and when such copy has been so filed, the corporate existence of the corporation shall terminate in accordance with the terms of such decree.

11. Corporation to lodge records.—12. The records of a corporation so dissolved shall be lodged with the secretary of State within thirty days after its affairs are closed up, and shall be kept by him as public records.

CHAP. CXLVIII. GENERAL POWERS OF CORPORATIONS.

12. Powers vested in all corporations.—2. The rights, powers, and duties set forth in this chapter are incident to all corporations legally constituted not excepted in the preceding section,* subject to any limitations or restrictions imposed by their charters or articles of association or the laws under which they were organized.

13. General powers.—3. Every such corporation may admit associates and members, and for just cause remove them; may elect all necessary officers, define their duties, and fix their compensation; may have a common seal, and change the same at pleasure; may sue and be sued, appear, prosecute, and defend in the corporate name to final judgment and execution, and appoint agents and attorneys for that purpose; and shall have perpetual succession, unless incorporated or formed for a limited term, or dissolved as provided by law.

14. First meeting, how called.—4. Any three of the five grantees first named in the charter of a corporation (unless otherwise provided therein), or any three of the first five signers of the articles of agreement by which a corporation is formed, may call the first meeting of the members or stockholders by giving to each in hand, or leaving at the abode of each, or by sending through the mails, post-paid, to the post-office address of each, a notice of the time and place of the meeting, seven days at least before the day of meeting. Such meeting may be held without previous notice if all the members or stockholders voluntarily assemble together for the purpose, or it may be so held at a time and place to which they have all agreed in writing.

15. Action at first meeting.—5. At the first meeting and adjournments thereof, the members or stockholders shall effect an organization by the election, by ballot, of a temporary clerk, by the adoption of by-laws, and by the election of officers in accordance with the by-laws, and laws of the State. The temporary clerk shall be sworn, and shall hold office and perform the duties of clerk of the corporation until a permanent clerk is regularly chosen and qualified.

16. By-laws.—6. Such corporations may adopt by-laws, not repugnant to the laws of this State, to provide for the elec-

* The reference is to municipal corporations.

tion, removal, and retiring of members; to fix the times and places of holding meetings and the manner of calling and conducting them; to regulate the number of officers, the manner of choosing them, their tenure of office, and their powers and duties; and to promote the objects of the corporation; and they may alter and amend such by-laws.

17. Contracts.—7. They may make contracts necessary and proper for the transaction of their authorized business, and no other; they shall not be capable of binding themselves as sureties or guarantors for others.

18. Real and personal estate, limit.—8. They may purchase, hold, and convey real and personal estate necessary and proper for the due transaction of their authorized business, not exceeding the amount authorized by their charter or by statute, and no other.

19. To take mortgages.—9. They may take mortgages or pledges or make attachments of any property to secure the payment of debts due to them, and may perfect a title thereto by proper legal proceedings; but they shall sell or dispose of any property so obtained, which they are not authorized to hold, within five years after the title is perfected.

20. Clerk, place of office.—10. Every corporation shall have a clerk, who shall be chosen annually by the stockholders, or in such other manner as the charter or by-laws may prescribe, and shall be and continue an inhabitant of this State and keep his office therein; he shall be sworn to the faithful discharge of his duties, and shall hold office for one year and until his successor is chosen and qualified. In case of vacancy in the office it shall be filled as provided in the by-laws, or, if there be no provision on the subject in the by-laws, it shall be filled by the directors or officers charged with the management of the affairs of the corporation until the next election.

21. Clerk's duties.—11. The clerk shall record all votes and proceedings of the stockholders or members of the corporation, and of the directors or other officers charged with the management of its affairs, so far as required by law; shall keep a record of all instruments and papers required to be recorded in his office, and shall perform all other duties incumbent on him by law or usage or by the by-laws.

22. Records, etc., to be open to inspection.—12. All records, accounts, and papers of a corporation shall be open to the inspection of every member and stockholder of the corporation; and such portions thereof as have any relation to an unpaid and overdue demand of a creditor of the corporation or to the collection of any such demand shall be open to the inspection of the creditor and of his attorney.

23. Copies of records.—13. The clerk, treasurer, assistant treasurer, or other officer or agent of any corporation having the keeping of any such record, account, or paper, when required by any member or stockholder, or by any such creditor, on payment or tender of the fees allowed by law, shall furnish a certified copy of any record, account, or paper which the party is entitled to inspect.

24. Penalty for refusal of copies.—14. If any clerk, treasurer, assistant treasurer, or other officer, or any agent of a corporation, after demand of such copy and payment or tender of the fees therefor, shall neglect or refuse for seven days to furnish it, he shall forfeit for every offense a sum not exceeding one thousand dollars, to any member, stockholder, or creditor who shall have demanded such copy.

25. Annual meeting, date changed.—15. A corporation, at any legal meeting, may alter the time of holding its annual meeting.

26. Meetings, special, how called.—16. If a corporation shall fail to hold its annual meeting, or if, from any cause, a meeting thereof cannot otherwise be called, the owners of one-twentieth part of the stock or property thereof, or, if the same is not divided into shares, one-twentieth part in number of the members thereof, may apply in writing to a justice of the peace to call a meeting, stating the occasion and purpose thereof.

27. Meetings, special, how warned.—17. The justice shall thereupon issue his warrant to one of the applicants, requiring him to warn a meeting, at a suitable time and place, for the purpose stated in the application, by publishing a copy of the application and warrant; and all business transacted at the meeting in pursuance of the warrant shall be valid.

28. Dissolved corporations continued for three years.—18. Every corporation whose charter has expired or

become forfeited, or whose corporate existence has been terminated in any way, shall nevertheless continue as a body corporate for the term of three years, for the purpose of prosecuting and defending suits by or against it and of gradually closing and settling its concerns and dividing its capital stock and profits, and for no other purpose.

29. Charters may be repealed.—19. The Legislature may at any time alter, amend, or repeal the charter of any corporation or the laws under which it was established, or may modify or annul any of its franchises, duties, and liabilities; but the remedy against the corporation, its members or officers, for any liability previously incurred, shall not be impaired thereby.

30. Authority of the supreme court in dissolution, etc.—22. The supreme court shall have general powers in equity, upon petition of stockholders holding one-fourth of the stock of any corporation, or, if there are no stockholders, of one-fourth of the members thereof, to decree the dissolution of the corporation, or such other relief as may be just, and may make such final and interlocutory orders, judgments, and decrees for the winding up of their affairs, the payment of their debts, and the distribution of their assets, as justice may require.

CHAP. CLII. RELIGIOUS SOCIETIES.

31. Membership voluntary. Withdrawals.—1. No person shall be liable as a member of an incorporated religious society without his express consent first had and obtained; and any person may separate from any such society by leaving with the clerk thereof a written notice by him signed of his intention so to separate, and by paying all legal assessments and arrearages then due from him to the society.

32. Assessments and taxes.—2. Such society may assess and raise money by taxes upon the polls and ratable estates of the members thereof, and collect and appropriate the same for its purposes; and the assessors and collectors, in assessing and collecting such taxes, shall have the powers and be subject to the liabilities of similar town officers in like cases.

33. Donations to unincorporated society; limitation.—3. If a donation, gift, or grant be made to any unin-

corporated religious society, such society shall be a corporation so far as may be necessary to take, hold, manage, and use the donation, gift, or grant; but the income of the donations, gifts, or grants to any such unincorporated religious society shall not exceed the sum of five thousand dollars a year.

34. Church officers, corporate bodies for certain purposes.—4. The trustees, deacons, church wardens, or other similar officers of churches or religious societies, if citizens of the United States, shall be deemed bodies corporate for the purpose of taking and holding in succession grants and donations, whether of real or personal estate, made either to them and their successors, or to their respective churches, or to the poor of their churches.

35. Ministers, etc., when deemed corporation.—5. If the ministers, elders, or vestry of a church shall, in the grants and donations mentioned in the preceding section, have been joined with the deacons or church wardens, as donees or grantees, such officers and their successors, together with the deacons or church wardens, shall be deemed the corporation, for the purposes of the grants and donations.

36. Minister may hold parsonage.—6. The minister of a church or religious society, of whatever denomination, if a citizen of the United States, shall be capable of taking in succession parsonage land granted to the minister and his successors, or to the use of the ministers, or granted by any words of the like import, and may prosecute and defend in all actions touching the same.

37. Conveyance by trustees, when valid.—7. No conveyance of the lands of a church shall be effectual to pass the same, if made by the trustees or deacons, without the consent of the church, or a committee of the church appointed for that purpose, or, if made by the church wardens, without the consent of the vestry.

38. Conveyance by minister, when valid.—8. No conveyance of lands made by a minister, held by him in succession, shall be valid any longer than he shall continue to be such minister, unless the conveyance shall be made with the consent of the parish or religious society of which he is a minister, or unless he be a minister of an Episcopal church and shall make the conveyance with the consent of the vestry.

39. Churches empowered to choose committees of audit, etc.—9. The several churches, other than those of the Episcopal denomination, are authorized to choose committees for the purpose of settling the accounts of the trustees, deacons, and other church officers, and, if necessary, to commence and prosecute a suit in the name of the church against the trustees, deacons, or other officers, touching the same.

40. Income, limit upon.—10. The income of any grant or donation made to or for the use of a church shall not exceed five thousand dollars a year, exclusive of the income of any parsonage lands granted to or for the use of the ministry.

41. Neglects or omissions not to affect society.—12. No religious society or corporation shall be dissolved or extinguished, nor shall its right or title to any property acquired by purchase, gift, devise, bequest, or otherwise be in any way affected by the neglect or omission of the society or corporation to hold its annual meeting or choose its officers, or by reason of the omission or neglect of its clerk or any other officer to be sworn, or by reason of any informality in the election of its officers or defect in its records.

CHAP. CLIII. SALE, REPAIRS, AND MODIFICATIONS OF MEETING-HOUSES.

SALE.

42. Meeting-houses, proprietors may sell.—1. The proprietors of a meeting-house which has ceased to be occupied as a place of public worship for the space of two years may sell the same and divide the proceeds as herein provided.

43. Meeting-houses, corporation may sell.—2. If the meeting-house belongs to a corporation, the corporation may sell and convey it as other corporations may sell and convey real estate.

44. House belonging to individuals, meeting how called.—3. If it belongs to individuals, any three of them may call a meeting of the proprietors to act upon the subject, by posting a notice of the time and place of meeting and of the subject matter to be acted upon at two or more public places in the town in which the meeting-house is situated, fourteen days at least before the day of meeting, and by publishing a like notice in some newspaper published in the town, if there be one, and if not in some newspaper published in a neighboring town.

45. Proprietors may vote to sell.—4. At a meeting so called, the proprietors may vote to sell the meeting-house and appurtenances, and appoint all necessary agents to carry their votes into effect. If the interest of the proprietors consists of the ownership of pews, each one shall have the right to cast one vote for each pew owned by him, and a majority vote shall bind the proprietors.

46. Proceeds of sale, how divided.—5. The proceeds of the sale, after the reasonable expenses incurred in making it have been paid therefrom, shall be divided among the parties interested in the property sold according to their respective interests.

47. If disagreement, division, how made.—6. In case of disagreement as to such division, the same may be determined upon equity proceedings in the supreme court as in other similar cases.

48. Sale, how made, if foregoing provisions do not apply.—7. If any such meeting-house is so owned that the provisions of the preceding sections will not apply, or it is doubtful whether they will apply, the supreme court, upon petition of any party interested therein, after due notice and a hearing of all parties in interest who desire to be heard, may order it to be sold, and appoint a receiver for the purpose, and may make such further orders as may be necessary to complete the sale, and divide the proceeds among the parties according to their respective interests in the property sold.

49. Sale of occupied house, how made.—8. Any building used as a place of public worship may be sold or disposed of, and the proceeds thereof be appropriated to like purposes, whenever three-fourths of all the proprietors so vote at a meeting called and notified as provided in section three* of this chapter.

50. House owned by two or more societies, how sold.—9. If a meeting-house shall be owned by two or more religious societies, and either society desires to terminate the joint ownership, it may apply by petition to the supreme court for an order for a sale of the house and for a division of the proceeds according to the rights of the owners; and the court, after due notice and after a hearing of the parties who desire to be heard, may make such orders as justice and equity may require.

* See No. 44, p. 290.

REPAIRS AND MODIFICATIONS.

51. Meeting for repairs, how called.—10. If a majority in interest of the proprietors of a building used as a place of public worship desire to have the building repaired, or to remove it to another location, or to change its interior arrangements and accommodations, and have signified such desire in writing to one of their number, that one may call a meeting of the proprietors to act upon the subject by giving to each proprietor in hand, or leaving at his abode, or depositing in the post-office addressed to him, a notice stating the time, place, and objects of the meeting, fourteen days at least before the day of meeting.

52. Public notice.—11. If the residence of any proprietor is unknown, a like notice shall be posted in two or more public places in the town in which the house is situate, fourteen days at least before the day of meeting, and shall be published in some newspaper published in the town, if there be one, and if there be none, in some newspaper published in a neighboring town.

53. Meeting, course of procedure.—12. At the meeting so called, the proprietors may act upon the subjects specified in the notice and may appoint all agents necessary for the purpose; and they may choose by ballot a committee consisting of three disinterested persons to establish the proportion that each proprietor's interest in the property bears to the whole property. The expense of the repairs or changes so made shall be assessed upon the interests of the proprietors, according to the proportion so established, and they shall be liable to pay the same accordingly.

54. Pewholders, vote of.—13. If the interests of the proprietors in the building arise from the ownership of pews, they shall be entitled to one vote for each pew owned by them, upon all matters before the meeting.

55. Lien upon shares of proprietors.—14. The proprietors shall have a lien upon each one's interest in the property for the payment of his proportionate share of the expense so incurred until the share is paid, with interest and incidental charges.

56. Defaulting proprietor, interest may be sold.—15. If any proprietor fails to pay his proportionate share of

the expense within one year after the repairs or changes are completed, the proprietors may sell his interest in the property at auction in the manner provided for the sale of personal property upon which a lien exists, and may apply the proceeds in like manner and shall make like return of their proceedings.

57. Conveyance in case of sale, valid.—16. In case of sale, the proprietors may by their agent make a valid conveyance of the interest so sold to the purchaser.

58. Pewholder may convey interest.—17. If a pewholder, before the removal or changes in the interior arrangements and accommodations of a house are commenced, shall offer to convey, and if requested shall actually convey, to the other pewholders, or any of them, his interest in the house, for a price mutually agreed upon or to be determined by the committee chosen by the pewholders to establish their proportionate interests in the property, he shall not be holden for the payment of any portion of the expense of the removal or changes subsequently made.

59. Repairs by town.—18. If a town shall vote to repair for town purposes a meeting-house built by the town, it shall cause the pews therein to be appraised by a committee of three disinterested persons, and shall pay to the pewholders the full value of their respective interests, as determined by such appraisal, upon demand.

60. Dissatisfied pewholder.—19. Any pewholder dissatisfied with the appraisal of his interest, or such town, may appeal to the next trial term of the supreme court for the county in which such house is situated, upon which appeal the same proceedings shall be had as in the case of appeals from the assessment by selectmen of damages for land taken for highways.

CHAP. CCXX. ATTACHMENTS.

OF . . . , PEWS, . . . , ETC.

61. Pews are personal property.—14. Pews or seats in a meeting-house or a place of public worship shall be deemed personal property, and may be attached by leaving an attested copy of the writ and of the officer's return thereon with the town clerk of the town in which the meeting-house is.

CHAP. CCXXXII. LEVY OF EXECUTIONS ON PERSONAL PROPERTY.

62. Pews sold on notice to debtor, or left with town clerk.—11. Pews or seats in meeting-houses may be taken, advertised, and sold on execution in the same manner as other personal property, except that if there has been no previous attachment the debtor shall be notified by the officer of the time and place of sale of the pew or seat, by giving to him a notice in writing, or leaving such notice at his abode, if he resides in the town, otherwise with the town clerk; and the time of giving or leaving such notice shall be deemed the time of taking such property.

PARTICULAR DENOMINATIONS.

63. Chap. CLII, Section 11, makes the Overseers of Quakers trustees of their societies.

The Constitution, Part I, Bill of Rights, Section 6, authorizes parishes, etc., to employ, at their own expense, public Protestant teachers of piety, religion and morality. See p. 282.

NEW JERSEY.

CONSTITUTION. Article I.

[In effect June 29, 1844.]

1. Taxes, etc., cannot be levied for church support.—

3. No person shall be deprived of the inestimable privilege of worshipping Almighty God in a manner agreeable to the dictates of his own conscience; nor, under any pretense whatever, be compelled to attend any place of worship contrary to his faith and judgment; nor shall any person be obliged to pay tithes, taxes or other rates for building or repairing any church or churches, place or places of worship, or for the maintenance of any minister or ministry, contrary to what he believes to be right, or has deliberately and voluntarily engaged to perform.

2. No gifts of public money allowed.—20. No donation of land or appropriation of money shall be made by the State or any municipal corporation to or for the use of any society, association or corporation whatever.

Article IV.

3. General laws to be passed.—VII. Par. 11. The legislature shall pass no special act conferring corporate powers, but they shall pass general laws under which corporations may be organized and corporate powers of every nature obtained, subject, nevertheless, to repeal or alteration at the will of the legislature.

STATUTES.

I. PROVISIONS OF GENERAL CORPORATION STATUTES.*

(An Act Concerning Corporations. Revision—Approved April 7, 1875.)

I. POWERS.

4. Powers specified.—1. Every corporation, as such, shall be deemed to have power

* See note to No. 10, p. 297.

(1) To have succession, by its corporate name, for the period limited in its charter or certificate of incorporation, and when no period is limited, perpetually, except so far as the constitution otherwise provides concerning banks or money corporations;

(2) To sue and be sued, complain and defend in any court of law or equity;

(3) To make and use a common seal, and alter the same at pleasure;

(4) To hold, purchase and convey such real and personal estate as the purposes of the corporation shall require, not exceeding the amount limited in its charter, and all other real estate which shall have been *bona fide* mortgaged to the said company by way of security, or conveyed to them in satisfaction of debts previously contracted in the course of dealings, or purchased at sales upon judgment or decree which shall be obtained for such debts; and to mortgage any such real or personal estate with their franchises; the power to hold real and personal estate shall include the power to take the same by devise or bequest; provided, however, that nothing herein contained shall prohibit manufacturing or trading corporations from accommodating their customers by making payments or disbursements out of any sum of money received from such customers;

(5) To appoint such subordinate officers and agents as the business of the corporation shall require, and to allow them a suitable compensation;

(6) To make by-laws not inconsistent with the constitution or laws of the United States or of this State, fixing and altering the number of its directors, for the management of its property, the regulation and government of its affairs, and for the transfer of its stock, with penalties for the breach thereof not exceeding twenty dollars;

(7) To wind up and dissolve itself, or be wound up and dissolved in manner hereafter mentioned.

5. Powers vested in every corporation.—2. The powers enumerated in the preceding section shall vest in every corporation that shall hereafter be created, although they may not be specified in its charter, or in the act or certificate under which it shall be incorporated. (*See* Nos. 8 and 9.)

6. Limit upon powers.—3. In addition to the powers enumerated in the first section of this act, and to those expressly given in its charter, or in the act or certificate under which it

is or shall be incorporated, no corporation shall possess or exercise any corporate powers, except such as shall be necessary to the exercise of the powers so enumerated and given.

7. Charters may be repealed, altered or suspended by legislature.—6. The charter of every corporation which shall hereafter be granted by or created under any of the acts of the legislature, shall be subject to alteration, suspension and repeal, in the discretion of the legislature.

8. Corporation sole has all powers granted in general act.—8. If any act shall hereafter be passed by the legislature of this State which shall by its terms enact that any person therein named or described shall be incorporated by any name and for any purpose therein stated, such corporation shall immediately be vested with and possessed of all powers in this act specified and set forth, subject to all provisions and restrictions therein contained, unless such special act incorporating the same shall otherwise in whole or in part direct to the contrary. (*See* sections 2 and 9, Nos. 5 and 9.)

9. Company organized under any general law has all the powers granted in this act.—9. Any corporation organized under any general law of the legislature now or hereafter to be passed, shall, in addition to the powers and restrictions thereon to which it may become subject or of which it shall be possessed by virtue of its organization and the act authorizing the same, be additionally, possessed of all powers and be subject to all restrictions thereon in this act contained, as far as the same are consistent with the act under which it may, as aforesaid, be organized. (*See* sections 2, 8, Nos. 5 and 8.)

II. FORMATION, DISSOLUTION, ETC.

10. Purposes of formation.*—10. It shall be lawful for three or more persons to associate themselves into a company to carry on . . . any lawful business or purpose, whatever, upon making and filing a certificate in writing of their organization, in manner hereinafter mentioned.†

*The majority of the provisions of the General Corporation Act from this section forward, appear to apply only to corporations for profit. The sections given in this compilation appear to apply to all corporations.

†See for Religious Corporations No. 25, p. 302. The provisions in the General Act for corporations in the matter of formation appear to apply only to corporations with stockholders.

V. REMEDIES.

I. AGAINST THE CORPORATION.

11. Directors to be trustees on dissolution.—57. Upon the dissolution in any manner of any corporation already created or which may hereafter be created by or under any law of this State, the president and directors, or the managers of the affairs of the said corporation at the time of its dissolution, by whatever name they may be known in law, shall be trustees of such corporation, with full power to settle the affairs, collect the outstanding debts, and divide the moneys and other property among the stockholders after paying the debts due and owing by such corporation, at the time of its dissolution, as far as such moneys and property shall enable them.

12. Powers and liabilities of such trustees.—58. The persons constituted trustees as aforesaid, shall have authority to sue for and recover the aforesaid debts and property, by the name of the trustees of such corporation, describing it by its corporate name, and shall be suable by the same name, or in their own names or individual capacities, for the debts owing by such corporation at the time of its dissolution, and shall be jointly and severally responsible for such debts, to the amount of the moneys and property of such corporation at the time of its dissolution, and which shall come to their hands or possession.

13. Continuance of corporate existence for settling up business.—59. All such corporations whether they expire by their own limitation, or shall be annulled by the legislature or otherwise dissolved, shall nevertheless be continued bodies corporate for the purpose of prosecuting and defending suits by or against them, and of enabling them gradually to settle and close their concerns, to dispose of and convey their property, and to divide their capital stock, but not for the purpose of continuing the business for which such corporation may be established.

14. On dissolution directors may be continued as trustees, or a receiver may be appointed.—60. When any corporation shall be dissolved in any manner whatever, the chancellor, on application of any creditor or stockholder of such corporation at any time, may either continue such directors trustees as aforesaid, or appoint one or more persons to be

receivers of and for such corporation, to take charge of the estate and effects thereof, and to collect the debts and property due and belonging to the company, with power to prosecute and defend, in the name of the corporation or otherwise, all such suits as may be necessary or proper for the purpose aforesaid, and to appoint an agent or agents under them, and to do all other acts which might be done by such corporation, if in being, that may be necessary for the final settlement of the unfinished business of the corporation; and the powers of such trustees or receivers may be continued as long as the chancellor shall think necessary for the purposes aforesaid.

15. Chancellor has full jurisdiction.—61. The chancellor shall have jurisdiction of said application and of all questions arising in the proceedings thereon, and may make such orders, injunctions, and decrees therein as justice and equity shall require.

16. Receivers to pay debts and distribute balance among stockholders.—62. The said trustees or receivers shall pay all debts due from the corporation, if the funds in their hands shall be sufficient therefor, and if not, they shall distribute the same ratably among all the creditors who shall prove their debts in the manner that shall be directed by an order or decree of the court for that purpose; and if there shall be any balance remaining after the payment of such debts and necessary expenses, they shall distribute and pay the same to and among those who shall be justly entitled thereto, as having been stockholders of the corporation, or their legal representatives.

17. Dissolution of corporation does not abate suits.*
—65. In any action now [de]pending or to be commenced in any court of record of this State, against any corporation now or heretofore existing, or that may be created hereafter, if said corporation become dissolved, by the expiration of its charter or otherwise, before final judgment obtained therein, the said action shall not abate by reason thereof; but the dissolution of said corporation being suggested, and the names of the trustees [or other legal representatives] of said corporation being entered upon the record, the said [same] action shall proceed to final judgment against said trustees or other legal representatives by the name of the corporation.

* Section 92 is similar in wording with the exception of the words enclosed in brackets.

18. Provisions relative to insolvency do not apply to religious societies.*—86. Nothing in this act contained relating to insolvent corporations shall apply to any incorporated literary or religious society, or any corporation not formed for the purposes of gain, or destroy or impair any right or remedy already existing against any incorporated company.

[Supplement of Feb. 21, 1877, as amended Mar. 21, 1893.]

19. Any corporation may change its name.—It shall be lawful for any corporation existing under and by virtue of the laws of this State, whether created by special charter or otherwise, to change its corporate name by a two-thirds vote of the board of directors or managers of such corporation, who shall be present at a regular or special meeting called for that purpose; provided that the corporation cause to be made and filed a certificate in writing, in manner hereinafter mentioned; such certificate in writing shall set forth:

1. The name of such corporation in use immediately preceding the vote, and making and filing the said certificate;

2 The name assumed to designate such corporation and to be used in its business and dealings in the place and stead of that referred to in the last preceding paragraph, and which said certificate shall be signed by the board of directors, or a majority of said board, and recorded in pursuance of the act to which this is a supplement, and in the office of the clerk of the county where the principal office or place of business of such corporation in this State shall be established; and after being so recorded shall be filed in the office of the secretary of State; and to which certificate shall be affixed the official seal of said board and the affidavit of the secretary or acting secretary of such corporation, that the said certificate is made by the authority of the board of directors or managers of such corporation, as expressed by a two-thirds vote of the members present at a regular or special meeting of said board called for that purpose.

20. Change not effected until certificate actually filed. Liability and pending suits not affected.—2. No change in the name of any corporation, under the provisions of this act shall be deemed effected until the said certificate, made and recorded as aforesaid, shall be actually filed in the office of the secretary of State, as herein directed; but no such change

*The provisions for insolvency differ from those for dissolution.

shall in manner lessen or impair any liability of such corporation incurred or existing at the time such change of name shall be made, which liability shall continue and be capable of being enforced against such corporation by its name as so changed, or by its original name; and no suit pending at the time of such change of name shall abate by reason thereof, but the same may be prosecuted to the judgment and execution in the original name of such corporation, and under any such execution of the property of said corporation, whether held by its original or amended name, may be levied on and sold to satisfy such judgment.

[Act of Feb. 25, 1880.]

21. Corporation may remove principal office.—It shall be lawful for any corporation existing under and by virtue of the laws of this State, whether created by special charter or otherwise, to locate its principal office at such place in this State as may be for the best interests of its business, irrespective of the location of the principal office named in the charter or articles of organization of the corporation; provided, that such corporation cause to be made and filed a certificate in writing, in manner hereinafter mentioned; such certificate shall set forth, first, the name of such corporation and the city or town in which it is located by charter, or in which its principal office had previously been located; and, second, the place, town or city in which it proposes to locate the principal office for its business and dealings in the place and stead of that referred to in last preceding paragraph, and which said certificate shall be signed by the board of directors, or a majority of said board, and filed in the office of the secretary of State, and to which certificate shall be affixed the official seal of said board and the affidavit of the secretary or acting secretary of such corporation that the said certificate is made by the authority of the board of directors or managers of such corporation, as expressed by a two-thirds vote of the members present at a regular or special meeting of said board called for that purpose; provided, such removal is not outside of this State.

[Act of Mar. 23, 1883.]

22. Foreign benevolent corporations may hold land in this State.—1. It shall be lawful for foreign corporations, created and organized for charitable or benevolent purposes, to

hold, mortgage, lease and convey such real estate in this State as may be devised or conveyed to them for the purpose of their creation, anything in the laws of this State to the contrary notwithstanding. (See No. 4, p. 286.)

[Act of Mar. 7, 1888.]

23. Corporation not to assume a name already in use.—1. No corporation to be organized under the laws of this State shall assume or use a name or title already in use by another corporation so organized, or so nearly similar to the name or title of any other corporation of this State as to lead to uncertainty and confusion.

[Act of April 24, 1894.]

24. Religious and charitable associations may file papers without payment of fees.—1. The fees and taxes required by law to be paid to the secretary of State on filing in the department of State any certificate or other paper relative to corporations, shall not apply to or be collected from incorporated religious or charitable societies or associations; and all certificates or other papers relative to such societies or associations may be filed in the department of State without the payment of any fee or tax.*

2. PROVISIONS OF STATUTES RELATING TO RELIGIOUS SOCIETIES.

(a) *Incorporation, how effected and perpetuated with General Powers.*

[Revision Approved Apl. 9, 1875, as amended, Mar. 14, 1879.]

25. Meeting for incorporation and election of trustees.—1. That every religious society or congregation of Christians entitled to protection in the free use of their religion by the constitution and laws of this State, are hereby authorized to assemble at their usual place of meeting for public worship, at any time by them to be agreed upon, giving at least ten days' notice of the time and purpose of assembling, by an advertisement set up in open view at or near such place of meeting; when so assembled may, by plurality of voices of such of the members of said society or congregation who regularly contribute to the support of such society or congregation, male and female over twenty-one years of age, as are present,

*See No. 39, p. 307.

elect any number of said society or congregation to be trustees; which said trustees and their successors in office are hereby constituted a body politic and corporate in law by whatever name they shall assume, agreeably to the directions of this act.

26. Name certified and recorded.—2. The said trustees, when they take upon themselves a name, shall certify such name under their hands and seals, and transmit such certificate to the clerk of the court of common pleas of the county, whose duty it shall be instantly to record the same, for which he shall be entitled to receive one dollar. And thereupon the said trustees shall be known and distinguished in law by the name of incorporation so taken, certified and recorded.

27. Power to hold property.—3. The said trustees and their successors shall, by such name of incorporation, be able and capable to acquire, purchase, receive, have and hold any lands, tenements, hereditaments, legacies, donations, moneys, goods and chattels in trust for the use of said society or congregation, to an amount in value not exceeding two thousand dollars a year, and the same or any part thereof to sell, grant, assign, demise, alien, and dispose of; to sue or be sued, implead or be impleaded, in any court of law or equity; to make and use a common seal, and the same to alter and renew at their pleasure.

28. How board perpetuated.—4. For perpetuating a line of succession in the trustees of every religious society or congregation which has been duly incorporated, it shall and may be lawful for the persons composing such congregation to assemble at any time they may think proper, giving notice thereof as is by law directed for the first election of trustees, in order to elect any other trustee or trustees, in the place or stead of those or any of those before elected, in case they see cause for the removal of the said trustees; provided, such removal shall not be in less than one year after his or their election into office; and also to fill up the vacancy which may be occasioned by the expiration of the term of office of any such trustee or trustees, or by the death or resignation of any trustee, or by his moving out of the limits of the said society or congregation; at any meeting called for the purpose aforesaid, it shall be lawful for any person to vote, being twenty-one years of age, male or female, who is a regular attendant upon the services of such society or congregation,

and not elsewhere, and who contributes regularly to the support of such society or congregation, according to his or her engagements, whether as a pewholder or by subscription; *Provided*, That no person shall vote at any election of trustees as aforesaid who is not qualified to vote in accordance with any limitation, condition, restriction or trust contained in the deed for the church site or other real estate owned, held or occupied by such society or congregation; and *Provided, further*, That in elections for trustees of religious societies or congregations of the denomination known as Baptists the persons entitled to vote shall be such as have heretofore by the rules and practice of said denomination been deemed qualified to vote, to wit, all members thereof in good, full and regular standing. [As amended, May 15, 1894.]

29. President and his powers.—5. Such corporation may elect, annually, or oftener if necessary or expedient, one of their number to be their president, who is hereby empowered to convene the said corporation as occasion may require; and preside at the meetings thereof, and execute all contracts, and in case of his absence, sickness, death, resignation, refusal to act, or moving out of the limits of the said religious society or congregation, then the said office of president shall devolve on the senior trustee, for the time being, who shall occupy the same until the return or recovery of the president, or the election of another.

30. Election of secretary and his duties.—6. Such corporations may elect annually, or oftener if necessary or expedient, one of their own members to be secretary, who shall keep the minutes and enter the orders, acts and proceedings in a book, to be kept for that purpose, and who shall have the custody of the common seal, and the papers, deeds, writings, documents and books of or relating to the said corporation; and upon application to the secretary, any member of the said religious society or congregation shall have free access to all the papers, deeds, writings, minutes, documents and books of or belonging to the said corporation, and upon the death, resignation, removal or expiration of the office of secretary, or election of a new one, the common seal and all minutes, papers, deeds, writings, documents and books of or belonging to such corporation, shall be delivered to his successor in office, on the oath of the preceding secretary, or in case of his death, on the

oath of his executors or administrators, under such pecuniary penalty as said corporation shall have previously fixed, to be recovered with costs by action of debt, in the name and for the use of the corporation.

31. Election of treasurer and his duties.—7. At the said annual or other election it shall and may be lawful for such corporation to elect one of their own members to be treasurer, who shall have charge of the moneys of the said corporation, and keep a correct account of the receipts and disbursements of the same, and at each annual election for officers of said corporation, render to said religious society a true statement in writing of the receipts and disbursements of the said corporation for the preceding year, and upon the death, resignation, removal or expiration of the office of treasurer, or election of a new one, all the books, accounts, vouchers and documents in the hands of such treasurer, belonging to such corporation shall be delivered to his successor in office.

32. Power to sell and convey real estate.—8. It shall be lawful for any religious society in this State, however incorporated, to purchase and hold and also to convey and dispose of any real estate, which they may deem necessary and expedient; *Provided*, That the same shall not be used by the religious corporation acquiring the same for any other purpose than the rendering and maintaining in any building now or hereafter erected upon such real estate, the worship of Almighty God, and the furtherance of religion according to the tenets and forms of worship of the religious denomination to which such religious society belongs, or for education, or the administration of charity to the bodies or souls of men; any conveyance or agreement by and between any religious corporations, intended for the purposes aforesaid by or under the authority of such corporations, now made or hereafter to be made, is hereby declared to be valid and effectual in law; the proceedings, orders and acts of a majority of all the members of the said corporation, but not of a less number, shall be valid and effectual in law.

(b) *Of annual meetings ; trustees and other officers.*

[Act of Mar. 22, 1883.]

33. Annual meeting.—It shall and may be lawful for any church or other religious society heretofore incorporated

by special act of the legislature of this State at any annual meeting, to designate, by the majority of the members present duly qualified to vote, the time and place at which they will hold their annual meeting thereafter, any special act or law to the contrary notwithstanding.

[Act Mar. 14, 1879.]

34. Majority of trustees must be members.—Hereafter in the election of the trustees of any religious society incorporated by special acts, it shall not be necessary as a qualification for such election that such trustees shall be members of the church in which such corporation exists; *Provided always*, That they are attending members of the congregation, and contribute to the support of the church of which they may be elected trustees; and *Provided also*, That at least a majority of the trustees elected shall be members of such churches in good and regular standing.

[Act Mar. 9, 1887.]

35. Election of treasurer.—1. It shall and may be lawful for every religious society or congregation of Christians, when assembled, according to the laws of this State, for the election of trustees of such society or congregation, to annually elect, in the same manner and at the same time as the trustees are elected, a person to be the treasurer of such religious society or congregation, who, when so elected, shall also be the treasurer and an *ex-officio* member of the board of trustees of such religious society or congregation.

36. May provide for election and number of trustees.
—2. Such religious society or congregation may at such annual meeting provide by by-law or resolution for the election of its trustees for three years, but in such case at the first election held under this act the number of trustees of such religious society or congregation shall be fixed by the society or congregation and shall be divided, as near as can be, into three equal numbers, of whom one part shall be elected for one year, one part for two years, and one part for three years, and then annually thereafter the terms of those expiring shall be filled for a period of three years; vacancies occurring for any cause shall be filled for the unexpired term only.

37. Annual meetings, by whom and how called.—

3. The annual meetings for the election of trustees and the

treasurer of any religious society or congregation shall be called by the board of trustees thereof and upon a ten days' notice, as provided by law, signed by the secretary of said board and posted as required by statute, and such meeting when convened shall select its own officers and determine its own rules of procedure.

(c) *Change of Corporate Name ; Officers, etc.*

[Approved Mar. 11, 1874.]

38. Change of name, how effected.*—1. Any church that has been heretofore or may hereafter be incorporated under and by the laws of this State, may change its corporate name or title and assume another name or title, by resolution passed at a meeting of its trustees, consistory or other body, by whatever name the same may be called, having management of the temporalities of said church; such resolution shall be certified under its corporate seal, and proved in the same manner as deeds for lands are required to be proved, and when filed in the office of the clerk of the county in which such church is situated, such corporations shall be thereafter known, and may bring and defend actions and suits at law or in equity by such new name; *Provided*, That nothing herein contained shall be construed to relieve any such corporation from any of its legal contracts, obligations, debts, or other liabilities, or release any legal existing obligations, debts or other liabilities or rights due to, held by, or belonging to such corporation. (As amended Apl. 12, 1886.)

39. Certificate to be filed.—2. It shall be the duty of the clerk of the county in which such church is situated, to file the resolution changing the corporate name or title, in the same manner as certificates of incorporation are required to be filed, and to indorse on the original certificate of incorporation the change of the corporate name or title, and for these services he shall be entitled to receive the sum of one dollar.†

[Act of Mar. 14, 1893.]

40. Proceedings to change name.—1. Whenever any religious corporation, incorporated by general or special act of the legislature, shall desire to change its corporate name it shall and may be lawful for said corporation, by a

*See, also, No. 50, p. 311, and No. 19, p. 300.

†See No. 24, p. 302.

two-thirds vote at any regular meeting, to change the corporate name of the said corporation, specifying by such vote what the new corporate name shall be; and thereafter the said corporation shall be known by such new name so adopted, and shall, by such new name, have, hold and retain all its property, and shall enjoy the same rights, privileges and powers and be subject to the same liabilities as it would have enjoyed and been subject to had said name not been changed.

41. Change of officers, etc., and terms thereof.—2.

It shall be lawful for any such religious corporation, by a majority vote at any regular meeting, to make such change or changes in the number of officers and managers or trustees of said corporation, and the terms of their office, as shall be considered expedient for the interests of the corporation.

42. May establish new departments.—3. It shall be lawful for any such religious corporation, at any regular meeting, by a majority vote, to establish any new department or departments of religious work not specified in the act of incorporation, and to maintain the same.

43. Certificate to be filed.—4. Whenever any or all of the changes provided for in this act are made, a certificate of such change or changes, over the hand of the presiding officer of the corporation, attested by the secretary thereof, shall be filed with the secretary of state within thirty days after such change is made; and one dollar shall be the established fee for such filing.*

(d) *Consolidation.*

[Act of Mar. 5, 1890.]

44. Societies authorized to consolidate.—1. Whenever two incorporated religious societies of the same denomination shall have heretofore agreed, or shall hereafter agree, with the approval of the presbytery, classis or other like governing religious body of their denomination within whose jurisdiction they are located, to consolidate or unite their two societies into one, it shall be lawful for the boards of trustees or other like bodies of the two societies to make, under their respective seals, with the signature of the president of each, and attested by the secretary, a certificate that such two societies have consolidated or united, giving also the name which they have selected for the new organization, and transmit the

* See No. 24, p. 302.

same to the clerk of the court of common pleas of the county in which they are located, whose duty it shall be instantly to record the same, and thereupon the said two societies shall become consolidated or united into one corporation under the name so selected, and the new corporation shall be entitled to, and invested with, all the property, real and personal, and assets, rights, privileges, powers and franchises belonging to either of the two societies so consolidated or united, but subject to all the debts and liabilities of each, and to the terms of agreement under which such consolidation or union was made.

45. Powers.—2. From the time of the consolidation or union as aforesaid, the new corporation shall possess and exercise all the powers, rights, privileges and franchises which any religious society of like denomination may possess and exercise when incorporated under the existing laws of the State.

(e) *Use of Church Funds.*

[Act of Mar. 25, 1881.]

46. Trustees have no power to divert property or revenues.—It shall not be lawful for the rector, wardens and vestrymen, or the trustees, consistory or session of any church, congregation or religious society, incorporated under any of the laws of this State, to divert the estate, property or revenue belonging thereto to any purpose except the support and maintenance of the church or religious or benevolent institution or object connected with the church or denomination to which such corporation shall belong, and the highest judicatory of any denomination from which property is attempted to be, or is being, or shall be diverted in violation hereof, is hereby authorized to enforce the foregoing provision, but nothing herein contained shall be construed as preventing action being taken by members of the congregation or otherwise, as heretofore, to enforce the said provision.

[Act of May 12, 1890.]

47. School funds of churches may be devoted to other religious uses.—1. It shall and may be lawful for the chancellor, summarily upon petition of any person or persons or body corporate, holding any funds or sum of money which may have been given for the purpose of either maintaining schools or the support of poor people as scholars in schools

formerly maintained on the property of religious societies, which schools have now ceased to exist, to inquire into the merits of such application, and if it be found impossible to fully carry out and comply with the provisions of such trust, to order payment of the income from such funds to the maintenance of the property of such religious society, or for any other purpose nearest akin to the trust.

(f) *Acquiring, Holding, and Disposing of Real and Personal Estate.*

[Act of Mar. 9, 1877. Supplement to Act of Apr. 9, 1875.]

48. Erroneous title, how corrected.—1. In all cases where a conveyance of any real estate is made to any religious society or corporation, incorporated under or by virtue of any general or special laws of this State, and in the deed of such conveyance the corporate name or designation of such religious society or corporation as the grantees in such deeds of conveyance is not correctly stated, and where the intention of the grantor or grantors in any such deeds is signified by the use of the principal words of the corporate name or designation of any such religious society or corporation, and where such religious society or corporation have entered into possession and occupation of such real estate, it shall be lawful for such religious society or corporation to file, in the office of the clerk or register of the county wherein such real estate is located, a statement setting forth the date of such deed of conveyance, the date of the recording, and the number and page of the book of record thereof, the names of the grantor or grantors, the description of the property conveyed, the erroneous title of such religious society or corporation, as expressed in such deeds, and also the correct title thereof, which statement shall be verified by the affidavit of any duly authorized officer of such religious society or corporation, taken by any person authorized to take the acknowledgment and proof of deeds; and it shall be the duty of such clerk or register to file the said statement so verified as aforesaid in his office, and to record the same in a book to be kept for that purpose, for which such clerk or register shall receive the same fees as are now allowed for the recording of deeds.

49. Recording of statement validates title.—2. Upon filing and recording such statement as aforesaid, the said religious societies or corporations shall be deemed to be vested in

as good and perfect title to said real estate, so conveyed to them by an erroneous corporate name and designation, as though the same had been conveyed to them by their proper corporate name or designation, and the said verified statements, or duly certified copies thereof, shall be received as evidence in any of the courts of this State.

50. Name of corporation, how changed.*—3. It shall be lawful for any religious society or corporation, by the votes of two-thirds of all the members of such society or corporation, at a meeting called for the purpose in the manner that meetings of such society or corporation are called, according to the form of government thereof, to change the name of such society or corporation; and upon the filing of a certificate of such action, verified by the affidavit of any duly authorized officer of such society or corporation, setting forth the change of name so determined upon, with the clerk or register of the county wherein such society or corporation is situate, it shall be the duty of such clerk or register to file such certificate in his office and to record the same in the book referred to in the first section of this act, and thereafter such society or corporation shall be known by the name determined upon as aforesaid and set forth in such certificate; but the said society or corporation shall be entitled to the same rights and privileges and be subject to the same responsibilities as if no change of name had been made.

[Act of Mar. 25, 1881.]

51. Individual trustees required to convey title to church when organization is completed.—In case the trustees of any intended church organization which has not been perfected according to law, shall have taken title to any lands or real estate in their own names, or in their own names as trustees of such intended organization, and such intended organization has afterwards perfected their organization according to law by the same or any other name, it shall and may be lawful, and such trustees, or the survivors or survivor of them are and is hereby authorized and required to convey by good and sufficient deed or deeds in the law all their right, title and interest in the said lands and real estate to the trustee of the said perfected organization, whether the same shall have been perfected heretofore or shall hereafter be perfected

* See, also, No. 38, p. 307, and No. 19, p. 300.

according to law, by the same or any other name than the one originally intended, and that when the said lands shall have been so conveyed, said perfected organization shall hold the same as fully and completely as though the said organization had been originally perfected according to law.

[Act of Jan. 28, 1885.]

52. Trustees of Presbyterian Church may convey estate to church.—1. In all cases where the conveyance of lands and real estate has been made to the trustees of any Presbyterian church, as trustees of said church, said trustees, or their successors in office, are hereby empowered and authorized to convey the same to the particular church of which they are trustees by its corporate name; and said conveyance shall vest in said church as good, effectual and valid title as if the conveyance to said trustees had been to such church in its corporate name.

[Act Mar. 8, 1887.]

53. Trustees of any church may convey to church.—In all cases where the conveyance of lands and real estate has been made to the trustees of any church or religious society by their individual names as trustees of said church or religious society, said trustees and the survivors or their successors in office are hereby empowered and authorized to convey the same to the particular church or religious society of which they are trustees, by its corporate name, and such conveyance shall vest in said church or religious society as good, effective, and valid a title as if the conveyance to said trustees had been made directly to such church or religious society by its corporate name.

[Act of Feb. 27, 1889, amending Act of Apl. 5, 1886.]

54. Trustees may sell church property and give valid title.—Any incorporated religious society, by its trustees, consistory, or other board or persons managing the temporalities of such religious society, be and they are hereby authorized to sell and convey, in fee simple or otherwise, any lands, premises and real estate owned by them, together with the appurtenances, and to execute and deliver good and sufficient deeds of conveyance therefor, or for any part thereof, to the purchaser or purchasers of the same, and that every such deed or deeds of conveyance shall be good and effectual in law; *Provided*, The

said sale shall have been duly authorized at a meeting of the said religious society, by the vote of two-thirds of those present at said meeting; and *Provided, further*, That said meeting shall have been duly and legally called.

[Act of Mar. 26, 1889, being supplement to Act of Apl. 5, 1886.]

55. Trustees have power to sell and convey lands, etc.—1. Any incorporated religious society, owning or holding the title to any lands, premises or real estate in trust or on condition that the same shall be used for church purposes, may, by its board of trustees, consistory or other board managing its temporalities, alone and without a vote of the members of the society, sell and convey, and it is hereby authorized and empowered to sell and convey, in fee simple or otherwise, such lands, premises and real estate, or any part thereof, with the appurtenances, freed and discharged from such trust or condition, and the deed therefor shall convey to the purchaser a title good and effectual in law, free from such trust or condition, and the grantee or grantees shall take the property so freed and discharged accordingly; *Provided*, The donor or donors by whom such trust was created or condition imposed shall have discharged the property or such society from such trust or condition, or shall consent to such conveyance free from such trust or condition.

[Act of Mar. 31, 1890.]

56. Trustees authorized to sell or mortgage church property.—1. It shall and may be lawful for any incorporated church or religious society, by its trustees or other board managing the temporalities of said church or religious society, to sell and convey in fee simple, or by way of mortgage or for any other estate, any or all real estate owned by such religious society in fee simple, and make and give all necessary conveyances therefor; *Provided*, That any such sale be first duly authorized at a regular or special business meeting of the members of such church or religious society.

[Act of Mar. 23, 1859.]

57. Application to chancellor for leave to sell lands.—1. Whenever any incorporated religious society in this State, entitled to lands and tenements granted or devised to them by deed, will or otherwise, appropriating the rents, issues

and profits thereof to specific use, but without power to sell and convey the same, shall represent to the chancellor of this State that the interest of the person or persons of such religious society in the said lands, should be sold or disposed of, the chancellor may, in a summary manner, proceed to inquire into the merits of the application, and from such time the person or persons interested in the said lands and the said religious society, as the case may be, as far forth as relates to such lands, its proceeds and income, shall be considered wards in chancery.

58. Chancellor to appoint trustee. Bond to be given.—2. On every such application, the chancellor shall in his discretion appoint a suitable trustee or trustees, who shall give bond to the State of New Jersey, to be filed with the clerk of the court of chancery, in such penalty and with such surety as the chancellor shall direct, conditioned for the just and faithful performance of the trust reposed in such trustee or trustees, and for the observance of such orders and directions as the chancellor shall from time to time make in the premises, in relation to such trust, which bond, if forfeited, may be prosecuted by the direction of the chancellor, in any court having cognizance of the same.

59. Reference to be made to master.—3. After such bond shall be given and filed as aforesaid, the chancellor may proceed in a summary manner, by reference to a master, to inquire into the merits of such application, and whenever and as often as it shall satisfactorily appear to the court, that the interest of parties interested requires or will be substantially promoted by a sale of such land, or any part or parts thereof, the chancellor may direct a sale or sales of such lands, to be made by the trustee or trustees, either in whole or by subdivision and upon such terms of credit as may be deemed expedient, and all sales and dispositions made in good faith and in pursuance of and conformation with the directions of the court, when confirmed as hereinafter mentioned, shall be valid and effectual in law.

60. Report of sale.—4. All sales and dispositions made in pursuance of this act shall be reported on the oath or affirmation of the trustee or trustees to the chancellor, to be approved by him before a conveyance shall be executed, and if such sale or disposition is confirmed by the chancellor, and a conveyance directed to be executed, he shall then make such

further order for the application and disposition of the proceeds of the same, and for the investment thereof, as the case may require.

61. Proceeds, investment of.—5. The proceeds of such sale shall be loaned and invested in good and sufficient bonds of individuals, secured by mortgage on unincumbered real estate in this State, worth without buildings double the amount loaned, payable with interest semi-annually, or invested in the public funded debt of the United States, and upon the payment of the principal sum loaned or invested, or any part thereof, the amount shall be again invested as aforesaid, and the interest arising on such loan or investment, as soon as received, shall be applied and paid to the person or persons, and for the uses specified in the grant, deed or devise for which the lands were granted or devised, and for no other use or purpose whatsoever; *Provided, always*, That no loan of money received by virtue of the sale of the land aforesaid shall be made to any person for a greater sum than one thousand dollars, unless it may be for the consideration of lands sold to such person by virtue of this act.

62. Trustees liable to account.—6. The trustee or trustees appointed as aforesaid shall be liable to account, under order of the court of chancery, before such master as the chancellor may designate from time to time, upon the application of any religious society, or any person or persons interested in the funds, and the report of such master made thereupon shall be liable to exceptions as in other cases of masters' reports requiring confirmation; and the chancellor shall have full power and authority to make all such orders and decrees in the premises as shall be necessary to give complete relief to the parties.

63. Certain lands not to be sold.—7. No land upon which a church or place of worship is or may be erected, or granted for that purpose, or burying ground, shall be liable to be sold by virtue of this act.

64. Settlement of account of trustees.—8. Upon the settlement of the account of the trustee or trustees made by the chancellor, he may direct the said trustee or trustees to assign and set over all bonds and mortgages and public stocks remaining in their hands to the religious society to which the said lands and tenements sold may have been granted or

devised, to be held by such religious society in trust, for the uses and purposes prescribed in such grant or devise, and for no other use or purpose whatever.

[Act of Mar. 3, 1880, supplement to Act of Mar. 23, 1859.]

65. Reinvestment of proceeds of sales of lands.—

1. The chancellor may, upon due cause shown, order and direct the whole or any part of the proceeds of any sale of real estate had or to be had by virtue of this act, to be reinvested in other or more desirable real estate, to be held and owned by the religious society entitled to the same, in the same manner and subject to the same conditions and limitations as the real estate granted or devised to them.

[Act Mar. 27, 1889.]

66. Authorized to increase amount or value of real or personal property.—1. Whenever any corporation of this State, incorporated for religious, educational or benevolent purposes, shall, by its charter or any supplement thereto, or otherwise, be limited in the amount or value of real or personal property which it may acquire, have, hold and enjoy for the use and purposes of such corporation, and the board of trustees, directors or managers of such corporation shall desire to obtain for such corporation legal capacity to acquire, have, hold, use and enjoy a larger amount than that to which it is or shall be so limited, that it shall be lawful for such trustees, directors or managers at any stated meeting of said board, and from time to time, to adopt by vote of a majority of the whole number of such trustees, directors or managers, a resolution declaring their desire to have the amount so enlarged, and stating the amount to which it is to be so increased, and to cause a copy of such resolution, authenticated and verified as by this act directed, to be filed in the office of the secretary of State.

67. Resolution to be authenticated.—2. The copy of the resolution authorized by the first section of this act to be filed with the secretary of State, shall be certified and authenticated under the common seal of said corporation, and shall be verified by the oath of the clerk or secretary of said corporation that the seal affixed to said copy is the common seal of said corporation, that the said copy is the true copy of the original resolution as recorded on the minutes of said board, and that it was passed as directed in the first section of this act.

68. Upon filing copy of resolution authorized to hold an increased amount of real and personal estate.—3. On filing said copy of such resolution in the office of the secretary of State, it shall be thereafter lawful for the said corporation to take and receive by gift, grant, devise, bequest or purchase, and to have, hold and enjoy for the uses and purposes of the said corporation any real or personal estate not exceeding the increased amount named in said resolution, any provision of the charter of said corporation, or any supplement thereto, to the contrary notwithstanding.

[Act of Mar. 5, 1890.]

69. Limitation upon amount of real and personal property.—1. Any corporation of this State created by or existing under any general or special law for benevolent and charitable purposes, is hereby authorized and empowered to hold or possess real and personal property not exceeding in value the sum of five hundred thousand dollars.

70. May change location of principal place of business.—2. Said corporation shall have power, by a vote of its governing body, to establish or change its location or principal seat or place of business in or to such municipality as it may see fit.

71. Act how construed.—3. Nothing herein contained shall be construed to exempt the property of said corporation from taxation.

(h) *Of Conferences, Confraternities, Diocesan Conventions, Presbyteries, Synods, etc.*

[Act of Mar. 8, 1877.]

72. Election of trustees.—1. Every association of persons composed of representatives from religious societies or congregations of Christians, be and they are hereby authorized at any regular meeting of such association by a majority of votes, by ballot or otherwise, according to the constitution or by-laws of such association, to appoint any number, not exceeding seven, of the said association to be trustees of the same; which said trustees and their successors are hereby constituted a body politic and corporate, by whatever name they shall assume agreeably to the directions of this act.

73. Certificate of corporate name to be filed.—2.

The said trustees, when they take upon themselves a name, shall certify such name under their hands and seals, and transmit such certificate to the clerk of the court of common pleas of the county in which such association shall have holden their meeting at which said trustees shall have been elected, whose duty it shall be to record the same, and for which he shall be entitled to receive one dollar;* and thereupon the said trustees shall be known and distinguished in law by the name of incorporation so taken, certified and recorded.

74. May receive and dispose of real and personal property.—3. The said trustees and their successors, shall by such name of incorporation, be able and capable to acquire, purchase, receive, have and hold, any lands, tenements, hereditaments, legacies, donations, moneys, goods and chattels in trust for the use of said association to an amount in value not exceeding two thousand dollars a year, and the same or any part thereof to sell, grant, assign, demise, alien, and dispose of; to sue or be sued, implead or be impleaded, in any court of law or equity; to make and use a common seal, and the same to alter and renew at their pleasure; the proceedings, orders, acts and resolutions of a majority of all the trustees of the said corporation, but not of a less number, shall be valid and effectual in law.

75. Election of trustees in case of vacancy.—4.

For perpetuating a line of succession in the trustees of such association, it shall and may be lawful for the members of said association assembled at any regularly appointed meeting, to elect a trustee or trustees in manner aforesaid, in the stead of those or any of those before elected, in case they see cause for the removal of the said trustees or trustee; *Provided*, Such removal shall not be in less than one year after their or his election into office, and also to fill the vacancy which may be occasioned by the death or resignation of any trustee.

76. Election of president.—5. Such corporation may elect annually, or as often as they shall deem it necessary or expedient, one of their number to be their president, who is hereby empowered to convene the said corporation as occasion may require, and preside at the meetings thereof, and execute all contracts, and in case of his absence, sickness, death, resignation or refusal to act, then the said office of president shall

* See No. 24, p. 302.

devolve on the senior trustee, for the time being, who shall occupy the same until the return or recovery of the president, or the election of another.

77. Election of secretary.—6. Such corporation may elect annually, or as often as they shall deem it necessary or expedient, a secretary, who shall keep the minutes and enter the acts, orders and proceedings in a book to be kept for that purpose, and who shall have the custody of the common seal, and the papers, deeds, writings, documents and books of or relating to the said corporation; and upon application to the secretary, any member of said corporation or of the association shall have free access to all the papers, deeds, writings, documents and books of or belonging to the said corporation; and upon the death, resignation or expiration of the office of secretary, or the election of a new one, the common seal, and all minutes, papers, deeds, writings, documents and books of or belonging to such corporation, shall be delivered to his successor in office, on the oath of the preceding secretary, or in case of his death, on the oath of his executors or administrators.

78. Election of treasurer.—7. Such corporation may elect annually, or as often as they shall deem it necessary or expedient, one of their number to be treasurer, who shall have charge of the moneys of the said corporation, and keep a correct account of the receipts and disbursements of the same, and whenever required by the said corporation or by the association, to render a true statement, in writing, of the receipts and disbursements of the said corporation; and upon the death, resignation, removal or expiration of office of treasurer, or election of a new one, all the books, accounts, vouchers and documents in the hands of such treasurer, belonging to such corporation, shall be delivered to his successor in office.

DIOCESAN CONVENTIONS, PRESBYTERIES, SYNODS, ETC.

[Act of Mar. 6, 1886, amending Act of Feb. 10, 1885.]

79. How incorporated.—It shall be lawful for any diocesan convention, presbytery, classis, synod, annual conference, or other governing body having jurisdiction over a number of incorporated or unincorporated churches, congregations, or societies of any church or religious denomination in this State, at any stated or regularly convened meeting thereof, to elect as

trustees certain discreet persons who, upon filing the certificate hereinafter provided, shall be, and become a body corporate, capable of taking, holding, managing, and dealing with property, both real and personal, and that the presiding officer and clerk or secretary of such governing body at the time of such election, shall immediately thereafter prepare and file a certificate in writing under their hands and seals, which certificate shall contain first, the name or title by which such body corporate shall be known, and, second, the names of the trustees so as aforesaid elected, and the times for which they were respectively chosen to serve, which certificate, duly acknowledged by said presiding officer and clerk or secretary, shall be filed in the office of the secretary of state; and such trustees, upon the filing of such certificate, shall thereupon be and become a body corporate by the name therein mentioned; and that any such governing body may, in its discretion, elect more than one set of trustees in manner aforesaid, who may in like manner become incorporated, and who shall adopt such names as shall serve to distinguish and designate them, reference being had to the object of their trust; and that such trustees shall be elected for three years, one or more each year, except that the first trustees shall be elected, one-third of the number for one year, one-third for two years and one-third for three years, all of which trustees shall, when so required by the governing body by which they were elected, furnish to said body a statement and account of the particulars and items of their trust, and permit an auditing of the same and an inspection of their books and investments, and all things pertaining thereto, at such time and in such mode as said governing body shall direct.

[Act of May 15, 1894.]

80. Any presbytery may incorporate.—1. Any presbytery of the Presbyterian church of the United States of America that is now or may hereafter be incorporated under or by virtue of the provisions of the act to which this is a supplement, which shall desire to avail itself of the provisions of any other act or acts relating to or providing for the incorporation of presbyteries in this State, may do so by a resolution of the board of trustees of such presbytery.

81. Proceedings for incorporation.—2. The president of such board of trustees shall make a certificate of such resolution and of the change or changes in organization

or powers intended thereby to be accomplished, and of the act or acts of the provisions whereof it is intended to take advantage, which said certificate, under the hand of said president and sealed with the seal of said presbytery, shall be recorded in the office of the secretary of state of this State, for which he shall be entitled to receive the sum of one dollar,* a copy of which said certificate, duly certified under the hand and official seal of said secretary of state, shall be received in evidence in any of the courts of this State.

[Act of Mar. 30, 1892, being a supplement to Act of
Apl. 9, 1875.]

82. Election of trustees for State denominational organizations.—1. When the societies or congregations belonging to any one denomination or classification, incorporated or having a right to become incorporated, under the act to which this is a supplement or any of the supplements thereto, have formed or shall form a general organization for this State, in which all of the societies or congregations of that denomination or classification are represented or are entitled to representation, it shall be lawful for such State organization or the executive committee thereof to elect any number of its members as trustees, and such trustees when so elected may take upon themselves a name and certify the same under their hands and seals, as provided in the act to which this is a supplement, and transmit such certificate to the secretary of state, whose duty it shall be to record the same, for which he shall be entitled to receive two dollars.

83. Such denominational trustees to become a body corporate.—2. Such trustees and their successors shall by such name thereupon become a body corporate, with all the powers and privileges provided in the act to which this is a supplement and the supplements thereto, and that it shall be the duty of such state organization or the executive committee thereof to cause notice of all elections of trustees to be given personally to all the members of such state organization or executive committee or mailed to them at their post-office addresses, if resident in this State, at least ten days before such election, unless such notice shall be waived.

84. Power to hold and use property.—3. Such body corporate shall have power to purchase, hold, mortgage and convey real and personal property and erect buildings thereon

*See No. 24, p. 302.

for purposes of business, recreation or resort, which property and buildings shall be for the use of the members of such societies or congregations and others, subject to such regulations as shall be adopted by such corporation and approved by such State organization or executive committee.

[Act of Mar. 23, 1883.]

FORMATION OF RELIGIOUS CORPORATIONS BY MEMBERS OF
SOCIETIES OR CONFRATERNITIES OF CLERGYMEN.

85. How incorporated.—1. It shall be lawful for any church or congregation which has been or may be established by a branch of any society or confraternity of clergymen in this State, to be incorporated under and by virtue of the provisions hereinafter stated; the pastor of such church or congregation for the time being, and four of the clergymen resident in the house or parsonage connected with such church or congregation, and members of the society or confraternity by which the church or congregation about to be incorporated has been established, who shall be elected by a majority of the clergymen resident as aforesaid, may sign a certificate setting forth the name by which they and their successors shall be known and distinguished as a body corporate, and transmit the said certificate to the clerk of the court of common pleas of the county in which such church or congregation may be located, whose duty it shall be forthwith to file and record the same, for which he shall be entitled to receive one dollar,* and thereupon such church or congregation shall be a body corporate by the name or title so taken, certified and recorded.

86. Who to be trustees.—2. The persons so signing said certificate shall be the trustees of such corporation, and they and their successors shall by such name of incorporation be able and capable to acquire, purchase, receive, have and hold any lands, tenements, hereditaments, legacies, donations, moneys, goods and chattels in trust for the use of such church or congregation to an amount not exceeding three thousand dollars a year, exclusive of the church edifices, school-houses and parsonages, and the lands whereon the same are or may be erected, and burying plots, and the same or any part thereof to sell, grant, assign, demise, alien and dispose of; to sue and be sued, plead and be impleaded in any court of law or equity; to make and use a common seal, and the same to alter and renew at their pleasure.

*See No. 24, p. 302.

87. Succession of trustees.—3. In order to perpetuate a line of succession in the trustees of every such church or congregation, the successor in office for the time being of such pastor shall, by virtue of his office, be the trustee of such church or congregation in place of his predecessor; and the office of either of the trustees shall become vacant by his removal out of the limits of such church or congregation; and whenever the office of any such trustee, except the pastor, shall become vacant by death, removal, resignation or otherwise, his successor shall be chosen in the manner herein provided for the selection of the original members of such board of trustees.

88. Election and duties of president.—4. Such corporation may elect annually, or oftener if necessary or expedient, one of their own members to be president, who shall keep the minutes and enter the orders and proceedings of the corporation in a book to be kept for that purpose; shall have the custody of the common seal, and the papers, documents, deeds, writings and books of or relating to such corporation, and who is hereby authorized and empowered to convene such corporation as occasion may require.

89. Majority validates acts, etc.—5. The proceedings, orders and acts of a majority of all the members of such corporation, but not of a less number, shall be valid and effectual in law.

90. How revived.—6. If any corporation created under or by virtue of the provisions of this act shall be dissolved by failure to continue the succession of the trustees thereof, it may be revived and the church or congregation incorporated under this act, in the mode herein prescribed, at any time within six years from the date of such dissolution; and thereupon all the property, real and personal, belonging to such dissolved corporation at the time of its dissolution shall vest in such new corporation.

PARTICULAR DENOMINATIONS.

91. The provisions for particular denominations are as follows :

Baptist Churches; Act of April 9, 1875, sections 48-57; Act of February 23, 1883; Act of March 23, 1883; Act of March 6, 1886; Act of April 21, 1890; Act of May 1, 1894.

Christian Reformed Churches; Act of March 11, 1892.

Evangelical Lutheran Churches; Act of April 9, 1875, section 26; Act of April 25, 1884.

Society of Friends; Act of April 9, 1875, sections 60-64.

German Reformed Churches; Act of April 9, 1875, section 25.

Jews; Act of April 9, 1875, section 9; Act of March 31, 1890.

Presbyterian Churches; see No. 53, p. 315, and all other statutes printed.

Protestant Episcopal Churches; Act of April 9, 1875, sections 27-38; Act of March 8, 1877; Act of March 9, 1877; Act of February 10, 1880; Act of March 22, 1883; Act of April 1, 1887; Act of April 4, 1891; Act of May 22, 1894.

Reformed Dutch Churches; Act of April 9, 1875, sections 13-24.

Roman Catholic Churches; Act of April 9, 1875, sections 39-45.

True Reformed Dutch Churches; Act of March 11, 1892.

Special provisions are also made for Sunday-schools and Young Men's Christian Associations.

NEW MEXICO.

FEDERAL LAWS AFFECTING ALL TERRITORIES.

1. See for the Revised Statutes of the U. S., 1891, under Arizona, p. 5.

COMPILED LAWS, 1884.

[With Amendments to 1894.]

TITLE V. CORPORATIONS.

CHAP. I. FOR GENERAL PURPOSES.*

2. **Purposes. Extent of application.**—192. Corporations for mining, manufacturing, or industrial or other lawful pursuits, . . . or for colleges, seminaries, churches, libraries, or any benevolent, charitable, or scientific associations, may be formed according to the provisions of this act, such corporation and the members thereof being subject to all the conditions and liabilities herein imposed, and to no others.

All corporations authorized by section 192 of said act created prior to this passage to this amendment shall be entitled to the privileges of this act from and after the date of its passage.†

3. **Articles to be filed. Certificate.**—193. Any three or more persons, who may desire to form a company for any one or more of the purposes specified in the preceding section, may make, sign, and acknowledge before the secretary of the Territory, or some officer competent to make the acknowledgment of deeds, and file in the office of the secretary of the Territory a statement in writing, for the filing of which said certificate the secretary shall receive a fee of five dollars, in which shall be set forth the full names of such persons, the corporate name of the company, the objects for which the company shall be formed, the time of its existence, not to exceed fifty years, and the number of directors and their names, who shall manage the concerns of the company for the first three months, and the name of the city or town and the county in which the principal place of business of the company is to be located.

*The omitted sections relate solely to stock companies.

† See No. 24, p. 335, for an amendment by addition.

A copy of said certificate, duly certified by the secretary of the Territory, shall be filed in the office of the probate clerk in the county where the principal place of business of the corporation is located. The secretary of the Territory, upon the payment of fees authorized by law, shall furnish any person interested as many certified copies as he may require.

4. Certificate to be evidence.—194. A copy of any certificate of incorporation filed in pursuance of this act, and certified by the secretary of the Territory, shall be received in all the courts and places as presumptive evidence of the facts therein.

5. Certificate incorporates. Powers.—195. When the certificate shall have been filed, the persons who shall have signed and acknowledged the same, their associates and successors, shall be a body politic and corporate in fact and in name, by the name stated in the certificate, and by their corporate name have succession for the period limited; and power:

1. To sue and be sued in any court.
2. To make and use a common seal, and alter the same at pleasure.
3. To purchase, hold, sell, mortgage, and convey such real and personal estate as the purposes of the corporation shall require.
4. To appoint such officers, agents, and servants as the business of the corporation shall require, to define their power, prescribe their duties, and fix their compensation.
5. To require of them such security as may be thought proper for the fulfillment of their duties, and to remove them at will, except that no director shall be removed from office unless by a vote of two-thirds of the whole number of directors.
6. To make by-laws not inconsistent with the laws of this Territory, for the organization of the company, the management of its property, the regulation of its affairs, the transfer of its stock, and for carrying on all kinds of business within the objects and purposes of the company.

6. Corporate powers vested in directors. Qualifications. Elections.—196. The corporate powers of the corporation shall be exercised by a board of not less than three directors, and a majority of them citizens of the United States, and at least one-third of whom shall be residents of the Territory of New Mexico, and who shall, after the expiration of the

term of the directors first elected, be annually elected by the stockholders at such time and place, and upon such notice, and in such mode, as shall be directed by the by-laws of the company; but all elections shall be by ballot. When any vacancy shall happen among the directors by death, resignation, or otherwise, it shall be filled for the remainder of the year in such manner as may be provided by the laws of the company.

7. Failure to elect directors, how provided for.—197. If it should happen, at any time, that an election of directors shall not be made on the day designated by the by-laws of the company, the corporation shall not for that reason be dissolved, but it shall be lawful on any other day to hold an election for directors in such manner as shall be provided for by the by-laws of the company; and all acts of directors shall be valid and binding upon the company until their successors shall be elected.

8. Majority decides.—198. A majority of the whole number of directors shall form a board for the transaction of business, and every decision of a majority of the persons duly assembled as a board, shall be valid as a corporate act.

9. First meeting, how held.—199. The first meeting of the directors shall be called by a notice signed by one or more of the persons named directors in the certificate, setting forth the time and place of the meeting, which notice shall be either delivered personally to each director, or published at least ten days in some newspaper of the county in which is the principal place of business of the corporation, or if no newspaper be published in the county, then by posting up legible notices in six of the most public places in said county for the period before named.

10. Directors to be trustees upon dissolution.—210. Upon the dissolution of any corporation formed under this act, the directors at the time of dissolution shall be directors of the creditors and stockholders of the corporation dissolved, and shall have full power to sue for and recover the debts and property of the corporation by the name of the directors of such corporation, collect and pay the outstanding debts, settle its affairs, and divide amongst the stockholders the money and other property that shall remain after the payment of the debts and necessary expenses.

11. Dissolution, how secured.—211. Any corporation

formed under this act may dissolve and disincorporate itself, by presenting to the probate or county judge of the county in which the meetings of the directors are usually held, a petition to that effect, accompanied by a certificate of its proper officers, and setting forth that at a general or special meeting of the stockholders called for that purpose, it was decided by a vote of two-thirds of all the stockholders, to disincorporate and dissolve the corporation; notice of application shall then be given by the clerk, which notice shall set forth the nature of the application, and shall specify the time and place at which it is to be heard, and shall be published as provided in section 201.* At the time and place appointed, or at any other to which it may be postponed by the judge, he shall proceed to consider the application, and if satisfied that the corporation has taken the necessary preliminary steps, and obtained the necessary vote to dissolve itself, and that all claims against the corporation are discharged, he shall enter an order declaring it dissolved.

12. Act applicable to all corporations.—213. All corporations heretofore formed by virtue of any law of the Territory of New Mexico, shall comply with and conform to the provisions of this act, so far as the same shall be applicable and shall not interfere with any vested right.

13. Corporations cannot have same name or purpose.—214. Whenever any persons shall have formed themselves into an incorporation according to the provisions of this act, it shall not be lawful for any other persons to become incorporated under the same name or designation, nor for the same immediate purpose. This last provision shall not apply to mining, mechanical or manufacturing operations.

14. Fees.—217. The secretary of this Territory shall be entitled to receive for recording articles of association the same fees mentioned in the act to which this is an amendment.†

15. Suits.—221. Suits may be instituted and prosecuted by and against any corporation formed or organized under this act in the same manner and in like cases as natural persons.

*"201. . . . Notice of each assessment . . . shall be published once a week, for at least four weeks, in some newspaper published at the place designated as the principal place of business of the corporation, or, if none be published there, then by posting such notice for that period in at least six of the most public places in the county in which said principal place of business of the corporation is located." See also No. 9, p. 327.

† Ten dollars. See also No. 21, p. 329; Nos. 27 and 28, p. 331.

16. Articles to be evidence.—222. The certified copy of any articles of incorporation and changes thereof, together with all endorsements thereon, under the great seal of the Territory of New Mexico, shall be taken and received in all courts and places as *prima facie* evidence of the facts therein stated.

17. Dissolution does not take away liabilities.—225. The dissolution for any cause whatever of corporations created as aforesaid, shall not take away or impair any remedy given against such corporations, its stockholders or officers for any liabilities incurred previous to its dissolution.

CHAP. II. FOR SPECIAL PURPOSES.

18. How incorporated.—237. Any five or more persons, a majority of whom shall be citizens of the United States and residents of New Mexico, may organize a corporation for religious, benevolent, charitable, scientific or literary purposes, or for the establishment of colleges, academies, seminaries, churches or libraries, in the following manner: They may make and sign a certificate setting forth the name of the proposed corporation, its objects, location and term of its existence. Such certificate shall be acknowledged by at least five of its signers before a commissioner of deeds or notary public within the Territory, and shall be filed in the office of the secretary of the Territory.

19. Certificate incorporates.—238. Upon such filing, the persons named in such certificate shall become and be a body politic and corporate by the name stated in said certificate, and for the term of existence therein specified.

20. Powers.—239. Such corporation shall have power to sue and be sued, to have and use a corporate seal, to take such real and personal property as is necessary or proper for the furtherance of its objects and not in excess of the amount limited by law, by purchase, gift, devise or bequest, and use or occupy the same, and to make such by-laws as to its membership, perpetuation and government as it shall deem proper.

21. By-laws invalid if not filed.—240. A copy of the by-laws of each of such corporations shall be filed in the office of the secretary of the Territory, and all amendments to such by-laws shall likewise be so filed, and no by-law shall be valid

until filed as aforesaid. For each filing of a certificate or by-laws the secretary shall receive one dollar.

22. Real estate, how sold or mortgaged.—241. No real estate belonging to any such corporation shall be sold or mortgaged, except by consent of a judge of the supreme court, which consent shall be founded on evidence showing the propriety of such sale or mortgage, and such evidence may be taken by a master or referee, if so decided by the judges.

DEFECTS OF ARTICLES.

(Act of Feb. 22, 1889.)

23. How amended.—The directors of any corporation organized under any general or special act for the formation of corporations, in whose original certificate of incorporation any informality may exist by reason of any omission of any matter required to be therein stated, or any mistake therein made, are hereby authorized to make and file an amended certificate of incorporation to conform to the general act, or to correctly express the intention of the parties thereto, and, upon the making and filing of such amended certificate, the said corporation shall, for all purposes, be deemed and taken to be a corporation from the time of the filing of the original certificate. Said amended certificate shall be executed and filed in the same manner as the original certificate.

APPLICATION OF INCORPORATION LAW.

(Act of Feb. 25, 1889.)

24. Future corporations.—1. The provisions of law contained in "Title 5, Corporations, Chap. 1," being sections 192 to 232 inclusive, of the Compiled Laws of 1884 are hereby amended by adding to section 192, thereof, the following, to wit: Corporations for any or all of the purposes above specified, or intended, or for any purposes for which corporations are or shall hereafter be authorized by any general incorporation law or laws of this Territory, may be created and organized in conformity with the provisions of law compiled in this title and chapter from section 192 to section 232, both inclusive, and shall be authorized and empowered to exercise the franchises and enjoy the benefits conferred and granted thereby,

and to acquire, mortgage and dispose of property, and transact business in any place or jurisdiction within or without the United States of America.

25. Prior corporations.—2. All corporations heretofore created under and by virtue of the provisions of law compiled as the said chapter and contained in the said sections of the said compiled laws are hereby vested with the franchises, authority and powers conferred by the preceding section upon future corporations.

EXTENSION OF CORPORATE LIFE.

(Act of Feb. 26, 1889.)

26. How extended.—1. All corporations heretofore organized under the laws of the Territory of New Mexico may at any time before the expiration of the period of their existence provided by the articles of incorporation, file in the office of the secretary of the Territory a certificate signed by the president and secretary of the corporation declaring that by resolution of the board of directors passed at any regular or special meeting, the corporate existence should be extended for such a period not exceeding fifty (50) years as shall be mentioned in said resolution.

27. Certificate to be filed with secretary.—2. It shall be the duty of the secretary of the Territory to file said certificate in his office, along with the original articles of incorporation and deliver to said corporation a certified copy thereof, for which filing and copy he shall receive the sum of three dollars.

28. Certificate to be filed with court.—3. A copy of said certificate duly certified by the secretary of the Territory, shall be filed in the office of the probate clerk in the county where the principal place of business of the corporation is located.

29. Certificate to be evidence.—4. All corporations complying with the provisions of this act are hereby declared to be continued for the period mentioned in such resolution and certificate, and a copy of any such certificate filed in

pursuance of this act and certified by the secretary of the Territory shall be received in all the courts and places as presumptive evidence of the facts therein.

CHURCH RECORDS.

(Act of Feb. 10, 1891.)

30. When to be received as evidence.—1. Hereafter all church records purporting to show the date of birth and baptism, marriage or death of any person shall be received as *prima facie* evidence of such facts so shown thereby, in all courts of this Territory; *Provided*, That such records shall be, first, more than thirty years old; second, shall come from the proper custody; and third, shall be examined and inspected by the court, and upon such examination and inspection shall be found by the court to be free from all suspicion of fabrication, alteration or fraud of any kind; and *Provided further*, That evidence shall be admitted and allowed in rebuttal thereof.

NEW YORK.

CONSTITUTION. Article I.

[In effect, Jan. 1, 1895.]

1. No preference to any religion.—3. The free exercise and enjoyment of religious profession and worship, without discrimination or preference, shall forever be allowed in this State to all mankind; and no person shall be rendered incompetent to be a witness on account of his opinions on matters of religious belief; but the liberty of conscience hereby secured shall not be so construed as to excuse acts of licentiousness, or justify practices inconsistent with the peace or safety of the State.*

ARTICLE VIII.

2. Corporations to be formed under general laws.—Corporations may be formed under general laws; but shall not be created by special act, except for municipal purposes, and in cases where, in the judgment of the Legislature, the objects of the corporation cannot be attained under general laws. All general laws and special acts passed pursuant to this section may be altered from time to time or repealed.

3. No State grants to be given or loaned.—9. Neither the credit nor the money of the State shall be given or loaned to or in aid of any association, corporation or private undertaking.

STATUTES.

THE GENERAL CORPORATION LAW.

[Being Chap. 563 of the laws of 1890, as amended by
Chap. 687 of the laws of 1892.]

4. Classification of corporations.—2. A non-stock corporation shall be either—

1. A religious corporation; or

* Also found in R. S., Chap. iv, Part i, Sec. 9.

2. A membership corporation.

A reference in a general law to a class of corporations described in accordance with this classification shall include all corporations theretofore formed belonging to such class.

5. Definitions.—3. A DOMESTIC CORPORATION is a corporation incorporated by or under the laws of the State or colony of New York. Every corporation, which is not a domestic corporation, is a foreign corporation.

The term, DIRECTORS, when used in relation to corporations, shall include trustees or other persons, by whatever name known, duly appointed or designated to manage the affairs of the corporation.

The term, CERTIFICATE of incorporation, shall include articles of association or any other written instruments required by law to be filed, to effect the incorporation of a corporation, including a certified copy of an original certificate of incorporation filed for such purpose in pursuance of law.

The term, MEMBER of a corporation, shall include every person having a right to vote at a meeting of the corporation for the election of directors, other than a person having a right to vote only upon a proxy.

The term, OFFICE of a corporation, means its principal office within the State, or principal place of business within the State if it has no principal office therein. The office of a stock corporation shall be in the county, town or city in which its business is principally carried on.

The term, BUSINESS of a corporation, when used with reference to a non-stock corporation, includes the operations for the conduct of which it is incorporated.

6. Qualification of incorporators.—4. A certificate of incorporation must be executed by natural persons, who must be of full age, and at least two-thirds of them must be citizens of the United States, and a majority of them residents of this State. This section shall not apply to a corporation formed by the reincorporation or consolidation of existing corporations, or to the reorganization of a corporation upon the sale of the property and franchises of a previously existing corporation or otherwise.

7. Filing and recording certificates of incorporation.—5. Every certificate of incorporation and amended or supplemental certificate hereafter executed, except of a relig-

ious,* cemetery, monied, municipal or fire department corporation, shall be filed in the office of the secretary of State, and shall be by him duly recorded and indexed in books specially provided therefor.

8. Corporations of the same name prohibited.—6. No certificate of incorporation of a proposed corporation having the same name as an existing domestic corporation, or a name so nearly resembling it as to be calculated to deceive, shall be filed or recorded in any office for the purpose of effecting its incorporation.

A corporation formed by the reincorporation, reorganization, or consolidation of other corporations, or upon the sale of the property or franchises of a corporation, may have the same name as the corporation, or one of the corporations to whose franchises it has succeeded.

9. Amended and supplemental certificates.—7. If in the original or amended certificate of incorporation of any corporation, or if in a supplemental certificate of any corporation any informality exist, or if any such certificate contain any matter not authorized by law to be stated therein, or if the proof or acknowledgment thereof shall be defective, the incorporators or directors of the corporation may make and file an amended certificate correcting such informality or defect, or striking out such unauthorized matter; and the certificate amended shall be deemed to be amended accordingly as of the date such amended certificate was filed, and upon the filing of such an amended certificate of incorporation, the corporation shall then for all purposes be deemed to be a corporation from the time of filing the original certificate.

The supreme court may, upon due cause shown and proof made, and upon notice to the attorney-general, and to such other persons as the court may direct, and upon such terms and conditions as it may impose, amend any certificate of incorporation which fails to express the true object and purpose of the corporation, so as to truly set forth such object and purpose.

When an amended or supplemental certificate is filed, an entry shall be made upon the margin of the index and record of the original certificate of the date and place of record of every such amended certificate.

The amendment of a certificate under this section shall be

* See No. 33, p. 343.

without prejudice to any pending action or proceeding, or to any rights previously accrued.

10. Lost or destroyed certificates.—8. If either of the certificates of incorporation shall be lost or destroyed after filing, a certified copy of the other certificate may be filed in the place of the one so lost or destroyed and as of the date of the original filing, and such certified copy shall have the same force and effect as the original certificate had when filed.

11. Certificates and other papers as evidence.—9. The certificate of incorporation of any corporation, duly filed, shall be presumptive evidence of its incorporation, and any amended certificate or other paper duly filed relating to the incorporation of any corporation, or its existence or management, and containing facts required by law to be stated therein, shall be presumptive evidence of the existence of such facts.

12. Prohibition of other than statutory powers.—10. No corporation shall possess or exercise any corporate powers not expressly given by law or not necessary to the exercise of the powers so given.

13. Grant of general powers. Election by-laws.—

11. Every corporation as such has power, though not specified in the law under which it is incorporated:

1. To have succession for the period specified in its certificate of incorporation or by law, and perpetually when no period is specified.

2. To have a common seal, and alter the same at pleasure.

3. To acquire by grant, gift, purchase, devise or bequest, to hold and to dispose of such property as the purposes of the corporation shall require, subject to such limitations as may be prescribed by law.

4. To appoint such officers and agents as its business shall require, and to fix their compensation, and

5. To make by-laws, not inconsistent with any existing law, for the management of its property, the regulation of its affairs, and the transfer of its stock, if it has any . . . By-laws duly adopted at a meeting of the members of a corporation shall control the action of its directors.*

No by-law regulating the election of directors or officers shall be valid unless published for at least two weeks in a news-

* See No. 24, p. 327.

paper in the county where the election is to be held, and at least thirty days before such election.

14. Limitations of amount of property of a non-stock corporation.—12. A corporation not having capital stock may take and hold property not exceeding in value three million dollars, or the yearly income derived from which shall not exceed five hundred thousand dollars, notwithstanding the provisions of any general or special act heretofore passed or certificate of incorporation affecting such corporation.

In computing the value of such property, no increase in value arising otherwise than from improvements made thereon shall be taken into account.

15. Acquisition of additional real property.—13. When any corporation shall have sold or conveyed any part of its real property, the supreme court may, notwithstanding any restriction of a general or special law, authorize it to purchase and hold from time to time other real property, upon satisfactory proof that the value of the property so purchased does not exceed the value of the property so sold and conveyed within the three years next preceding the application.

16. Qualification of members as voters.*—20. At every election of directors and meeting of the members of any corporation, every member who is not . . . disqualified by the by-laws, shall be entitled to one vote, if a non-stock corporation, . . . No member of a corporation shall sell his vote or issue a proxy to any person for any sum of money or anything of value. The books and papers containing the record of membership of the corporation shall be produced at any meeting of its members upon the request of any member. If the right to vote at any such meeting shall be challenged, the inspectors of election, or other persons presiding thereat, shall require such books, if they can be had, to be produced as evidence of the right of the person challenged to vote at such meeting, and all persons who may appear from such books to be members of the corporation may vote at such meeting in person or by proxy, subject to the provisions of this chapter.

17. Proxies.—21. Every member of a corporation, except a religious corporation, entitled to vote at any meeting thereof, may so vote by proxy. . . .

* See No. 53, p. 354.

18. Challenges.—22. Every member of a corporation offering to vote at any election or meeting of the corporation, shall, if required by an inspector of election or other officer presiding at such election or meeting, or by any other member present, take and subscribe the following oath:

“I do solemnly swear that in voting at this election I have not, either directly, indirectly or impliedly, received any promise or any sum of money, or anything of value to influence the giving of my vote or votes at this meeting or as a consideration therefor.”

19. Effect of failure to elect directors.—23. If the directors shall not be elected on the day designated in the by-laws, or by-law, the corporation shall not for that reason be dissolved; but every director shall continue to hold his office and discharge his duties until his successor has been elected.

20. Mode of calling special election of directors.—24. If the election has not been held on the day so designated, the directors shall forthwith call a meeting of the members of the corporation for the purpose of electing directors, of which meeting notice shall be given in the same manner as of the annual meeting for the election of directors. If such meeting shall not be so called within one month, or, if held, shall result in a failure to elect directors, any member of the corporation may call a meeting for the purpose of electing directors by publishing a notice of the time and place of holding such meeting at least once in each week for two successive weeks immediately preceding the election, in a newspaper published in the county where the election is to be held and in such other manner as may be prescribed in the by-laws for the publication of notice of the annual meeting, and by serving upon each member, either personally or by mail, directed to him at his last known post-office address, a copy of such notice at least two weeks before the meeting.

21. Mode of conducting special elections of directors.—25. Such meeting shall be held at the office of the corporation, or if it has none, at the place in this State where its principal business has been transacted, or if access to such office or place is denied or cannot be had, at some other place in the city, village or town where such office or place is or was located. At such meeting the members attending shall constitute a quorum. They may elect inspectors of election and

directors and adopt by-laws providing for future annual meetings and election of directors, if the corporation has no such by-laws, and transact any other business which may be transacted at an annual meeting of the members of the corporation.

22. Qualification of voters and canvass of votes at special elections.—26. In the absence at such meeting of the books of the corporation showing who are members thereof, each person, before voting, shall present his sworn statement setting forth that he is a member of the corporation. . . . On filing such statement, he may vote as a member of the corporation; . . . The inspectors shall return and file such statements, with a certificate of the result of the election, verified by them, in the office of the clerk of the county in which such election is held, and the persons so elected shall be the directors of the corporation.

23. Powers of supreme court respecting elections.—27. The supreme court shall, upon the application of any person or corporation aggrieved by or complaining of any election of any corporation or any proceeding, act or matter touching the same, upon notice thereof to the adverse party, or to those to be affected thereby, forthwith and in a summary way, hear the affidavits, proofs and allegations of the parties, or otherwise inquire into the matters or causes of complaint, and establish the election or order a new election, or make such order and give such relief as right and justice may require.

24. Quorum of directors and powers of majority.*—29. The affairs of every corporation shall be managed by its board of directors at least two of whom shall be residents of this State. Unless otherwise provided by law a majority of the board of directors of a corporation at a meeting duly assembled shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Subject to the by-laws,† if any, adopted by the members of a corporation, the directors may make necessary by-laws of the corporation.

25. Directors as trustees in case of dissolution.—30. Upon the dissolution of any corporation, its directors, unless other persons shall be appointed by the Legislature, or by some

* See No. 56, p. 356.

† See No. 13, p. 336.

court of competent jurisdiction, shall be the trustees of its creditors, stockholders or members, and shall have full power to settle its affairs, collect and pay outstanding debts, and divide among the persons entitled thereto the money and other property remaining after payment of debts and necessary expenses.

Such trustees shall have authority to sue for and recover the debts and property of the corporation, by their name as such trustees, and shall jointly and severally be personally liable to its creditors, stockholders or members, to the extent of its property and effects that shall come into its hands.

26. Forfeiture for non-user.—31. If any corporation, except a railroad, turnpike, plank road or bridge corporation, shall not organize and commence the transaction of its business or undertake the discharge of its corporate duties within two years from the date of its incorporation, its corporate powers shall cease.

27. Extension of corporate existence.—32. Any domestic corporation, at any time within three years before the expiration thereof, may extend the term of its existence beyond the time specified in its original certificate of incorporation, or by-law, or in any certificate of extension of corporate existence, if not a stock corporation, by the consent of two-thirds of its members, in and by a certificate signed and acknowledged by them and filed in the offices in which the original certificates of its incorporation were filed, if at all, and, if not, then in the offices where certificates of incorporation are now required by law to be filed, and the officers with whom the same may be filed shall thereupon record them in the books kept in their respective offices for the record of such certificates, and make a memorandum of such record in the margin of the original certificate in such book, if any, and thereupon the time of existence of such corporation shall be extended, as designated in such certificate, for a term not exceeding the term for which it was incorporated in the first instance.

Every corporation extending its corporate existence under this chapter or under any general law of the State shall thereafter be subject to the provisions of this chapter and of such general law, notwithstanding any special provisions in its charter, and shall thereafter be deemed to be incorporated under

the general laws of the State relating to the incorporation of a corporation for the purpose of carrying on the business in which it is engaged, and shall be subject to the provisions of such laws.

28. Conflicting corporate laws.—33. If in any corporate law there is or shall be any provision in conflict with any provisions of this chapter . . . the provisions so conflicting shall prevail, and the provision of this chapter with which it conflicts shall not apply in such a case. If in any such law there is or shall be a provision relating to a matter embraced in this chapter, but not in conflict with it, such provision in such other law shall be deemed to be in addition to the provision in this chapter . . . relating to the subject-matter, and both provisions shall, in such case, be applicable.

THE RELIGIOUS CORPORATIONS LAW.

[Chap. xlii of the General Laws.* In effect, Oct. 1, 1895.]

29. General Contents: Art. I. Provisions applicable to religious corporations generally. (§§ 1-18.)

Art. II. Special provisions for the incorporation and government of Protestant Episcopal parishes or churches. (§§ 30-36.)†

Art. III. Special provisions for the incorporation and government of Roman Catholic and Greek churches. (§§ 50, 51.)*

Art. IV. Special provisions for the incorporation and government of Reformed Dutch, Reformed Presbyterian and Evangelical Lutheran churches. (§§ 60-66.)‡

Art. V. Special provisions for the incorporation and government of churches of other denominations. (§§ 80-93.)

Art. VI. Special provisions for the incorporation and government of two or more unincorporated churches as a union church. (§§ 100, 101.)

Art. VII. Laws repealed; when to take effect. (§§ 110, 111.)

* Ch. 723, Laws, 1895.

† Not printed.

‡ See p. 372.

ARTICLE I.

PROVISIONS APPLICABLE TO RELIGIOUS CORPORATIONS
GENERALLY.**30. Contents, Article I:** 1. Short title.

2. Definitions.

3. Filing and recording certificates of incorporation of religious corporations.

4. Property of unincorporated society transferred by its incorporation.

5. General powers and duties of trustees of religious corporations.

6. Acquisition of property by religious corporations for branch institutions; management thereof.

7. Acquisition of property by religious corporations for cemetery purposes; management thereof.

8. Removal of human remains from one cemetery of a religious corporation to another cemetery owned by it.*

9. Acquisition of property by two or more religious corporations for a common parsonage.

10. Correction and confirmation of conveyances to religious corporations.

11. Sale, mortgage and lease of real property of religious corporations.

12. Consolidation of incorporated churches.

13. Judicial investigation of amount of property of religious corporations.

14. Corporations with governing authority over churches.

15. Property of extinct churches.

16. Corporations for organizing and maintaining mission churches and Sunday-schools.

17. Corporations for acquiring parsonages for presiding elders and camp-meeting grounds.*

18. Application of this chapter to churches created by special laws.

31. Short title.—1. This chapter shall be known as the religious corporations law.**32. Definitions.**—2. A religious corporation is a corporation created for religious purposes.

An incorporated church is a religious corporation created

* Not printed in this volume.

to enable its members to meet for divine worship or other religious observances.

An unincorporated church is a congregation, society, or other assemblage of persons who are accustomed to statedly meet for divine worship or other religious observances, without having been incorporated for that purpose.

The term minister, includes a clergyman, pastor, rector, priest, rabbi, or other person having authority from, or in accordance with, the rules and regulations of the governing ecclesiastical body of the denomination or order, if any, to which the church belongs, or otherwise from the church, to preside over and direct the spiritual affairs of the church.

33. Filing and recording certificates of incorporation of religious corporations.—3. The certificate of incorporation of a religious corporation shall be filed and recorded in the office of the clerk of the county in which its principal office or place of worship is, or is intended to be situated. If there is not, or is not intended to be, any such office or place of worship, the certificate shall be filed and recorded in the office of the secretary of state.

34. Property of unincorporated society transferred by its incorporation.—4. All the temporalities and property of an unincorporated church, or of any unincorporated religious society, body, association or congregation, shall, on the incorporation thereof, become the temporalities and property of such corporation, whether such temporalities or property be given, granted or devised directly to such unincorporated church, society, body, association or congregation, or to any other person for the use or benefit thereof.

35. General powers and duties of trustees of religious corporations.—5. The trustees of every religious corporation shall have the custody and control of all the temporalities and property belonging to the corporation and of the revenues therefrom, and shall administer the same in accordance with the discipline, rules and usages of the religious denomination or ecclesiastical governing body, if any, with which the corporation is connected, and with the provisions of law relating thereto, for the support and maintenance of the corporation or of some religious, charitable, benevolent, or educational object conducted by it, or in connection with it, or with such denomination, and they shall not use such property

or revenues for any other purpose or divert the same from such uses. By-laws duly adopted at a meeting of the members of the corporation shall control the action of its trustees.

But this section does not give to the trustees of an incorporated church any control over the calling, settlement, dismissal or removal of its minister, or the fixing of his salary; or any power to fix or change the times, nature or order of the public or social worship of such church, except when they are also the spiritual officers of such church.

36. Acquisition of property by religious corporations for branch institutions; management thereof.—6.

Any religious corporation may acquire property for associate-houses, church buildings, chapels, mission-houses, school-houses for Sunday or parochial schools, or dispensaries of medicine for the poor, or property for the residence of its ministers, teachers or employés. The persons attending public worship in any such associate-house, mission-house, church building or chapel connected therewith, shall not, by reason thereof, have any rights as members of the parent corporation. The persons statedly worshipping in any such house, mission-house, church building or chapel, may with the consent of the trustees of such corporation, become separately incorporated as a church, and the parent corporation may, in pursuance of the provisions of law regulating the disposition of real property by religious corporations, rent or convey to the new corporation with or without consideration, any such associate-house, church building, chapel, mission-house, school-house or dispensary and the lot connected therewith, subject to such regulations as the trustees of the parent corporation may make.

37. Acquisition of property by religious corporations for cemetery purposes; management thereof.—7.*

A religious corporation may take and hold, by purchase, grant, gift or devise, real property for the purposes of a cemetery; or such lot or lots in any cemetery connected with it, as may be conveyed or devised to it, with or without provisions limiting interments therein to particular persons or classes of persons; and may take and hold any property granted, given, devised or bequeathed to it in trust to apply the same or the income or proceeds thereof, under the direction of the trustees of the corporation, for the improvement or embellishment of such ceme-

*The provisions for removal of remains from cemeteries contained in Section 8 are not printed in this volume.

tery or any lot therein, including the erection, repair, preservation or removal of tombs, monuments, gravestones, fences, railings or other erections, or the planting or cultivation of trees, shrubs, plants, or flowers in or around any such cemetery or cemetery lots.

A religious corporation may erect upon any property held by it for cemetery purposes, a suitable building for religious services for the burial of the dead, or for the use of the keepers or other persons employed in connection therewith, and may sell and convey lots in such cemetery for burial purposes, subject to such conditions and restrictions as may be imposed by the instrument by which the same was acquired, or by the rules and regulations adopted by such corporation. Every such conveyance of a lot or plat for burial purposes, signed, sealed and acknowledged in the same manner as a deed to be recorded, may be recorded in like manner and with like effect as a deed of real property.

38. Acquisition of property by two or more religious corporations for a common parsonage.—9. Two or more religious corporations may acquire such real property as may be necessary for use as a parsonage, and the right, title and interest of each corporation therein shall be in proportion to its contribution to the cost of such property. The trustees of each corporation shall, from time to time, appoint one of their number to be a trustee of such common parsonage property, to hold office during the pleasure of the appointing trustees or until his successor be appointed. The trustees so appointed shall have the care and management of such property and may make such improvements thereupon as they deem necessary, and determine the proportion of the expense of the maintenance thereof which each corporation shall bear. If at any time either of such corporations acquires or desires to acquire for its own exclusive use as a parsonage other real property, it may, in pursuance of the provisions of law, relating to the disposition of real property by religious corporations, sell and convey its interest in such common parsonage property to any one or more of the other corporations having an interest therein.

39. Correction and confirmation of conveyances to religious corporations.—10. If, in a conveyance of real property, or in any instrument intended to operate as such,

heretofore or hereafter made to a religious corporation, its corporate name is not stated or is not correctly stated, but such conveyance or instrument indicates the intention of the grantor therein to convey such property to such corporation, and such corporation has entered into possession and occupation of such property, any officer of the corporation authorized so to do by its trustees, may file in the office of the clerk of the county where such property is situated, a statement, signed and verified by him, setting forth the date of such conveyance or instrument, the date of record and the number and page of the book of record thereof, the name of the grantor, a description of the property conveyed or intended to be conveyed, the name of the grantee as expressed in such conveyance or instrument, the correct name of such corporation, the fact of authorization by the trustees of the corporation to make and file such statement, and that the grantors in such conveyance or instrument intended thereby to convey such property to such corporation as he verily believes, with the reasons for such belief. Such statement shall be recorded with the records of deeds in such office, and indexed as a deed from the grantee as named in such instrument or in such conveyance to such corporation. The clerk shall note the filing and recording of such statement on the margin of the record of such conveyance, and for his services, shall be entitled to receive the fees allowed for recording deeds. Such statement so filed and recorded shall be presumptive evidence that such matters therein stated are true, and that such corporation was the grantee in the original instrument or conveyance.

All conveyances heretofore made, or by any instrument intended to be made, to a religious corporation of real property appropriated to the use of such corporation, or entitled to be so appropriated, are hereby confirmed and declared valid and effectual, notwithstanding any defect in the form of the conveyance or the description of the grantee therein, but this section shall not affect any suit or proceeding pending on the thirty-first day of January, eighteen hundred and seventy-one.

40. Sale, mortgage and lease of real property of religious corporations.—11. A religious corporation shall not sell or mortgage any of its real property without applying to and obtaining leave of the court therefor.

The trustees of an incorporated Protestant Episcopal church shall not vote upon any resolution or proposition for the

sale, mortgage or lease, of its real property, unless the rector of such church, if it then has a rector, shall be present.

The trustees of an incorporated Roman Catholic church shall not make application to the court for leave to mortgage, lease or sell any of its real property without the consent of the archbishop or bishop of the diocese to which such church belongs, or in case of their absence or inability to act, without the consent of the vicar-general or administrator of such diocese.

The petition of the trustees of an incorporated Protestant Episcopal church or Roman Catholic church shall, in addition to the matters required by the Civil Code to be set forth therein, set forth that this section has also been complied with.

But lots, plats or burial permits in a cemetery owned by a religious corporation may be sold without applying for or obtaining leave of the court.

No cemetery lands of a religious corporation shall be mortgaged while used for cemetery purposes.

41. Consolidation of incorporated churches.—12.

Two or more incorporated churches may enter into an agreement under their respective corporate seals for the consolidation of such corporations, setting forth the name of the proposed new corporation, the denomination, if any, to which it is to belong, and if the churches of such denomination have more than one method of choosing trustees, by which of such methods the trustees are to be chosen, the number thereof, the names of the persons to be the first trustees of the new corporation, and the date of its annual corporate meetings. Such agreement shall not be valid unless approved by the governing body of the denomination, if any, to which each church belongs, having jurisdiction over such church. Each corporation shall make a separate petition to the supreme court for an order consolidating the corporations, setting forth the denomination, if any, to which the church belongs, that the consent to the consolidation of the governing body, if any, of that denomination has been obtained, the agreement therefor and a statement of all the property and liabilities and the amount and sources of the annual income of such petitioning corporations. The court may direct that notice of the hearing of such petition be given to parties interested therein in such manner and for such time as it may prescribe. After hearing all parties interested, present and desiring to be heard, the court may make an order for the

consolidation of the corporations on the terms of such agreement and such other terms and conditions as it may prescribe, specifying the name of such corporation and the first trustees thereof, and the method by which their successors shall be chosen. When such order is made and duly entered, the persons theretofore constituting such corporations shall become an incorporated church by the name designated in the order, and the trustees therein named shall be the first trustees thereof, and the future trustees thereof, shall be chosen by the method therein designated. All the rights and powers which belonged to each of the corporations so consolidated, shall be vested in such new corporation, which shall be liable for all debts and liabilities of the former corporations. A copy of such order shall be recorded in the book for recording certificates of incorporation in each county clerk's office in which the certificate of incorporation of each consolidating church was recorded; or if no such certificate was so recorded, then in the clerk's office of the county in which the principal place of worship or principal office of the new corporation is, or is intended to be situated.

42. Judicial investigation of amount of property of religious corporations.—13. The supreme court at a special term, held in the judicial district in which the principal place of worship or of holding corporate meetings of a religious corporation is situated, may require such corporation to make and file an inventory of its property, verified by its trustees or a majority of them, on the written application of the attorney-general, stating that, from his knowledge, or on information and belief, the value of the property held by such corporation exceeds the amount authorized by law. On presentation of such application, the court shall order that a notice of at least eight days, together with a copy of the application, be served upon the trustees of the corporation, requiring them to show cause at a time and place therein specified why they should not make and file such inventory and account. If, on the hearing of such application, no good cause is shown to the contrary, the court may make an order requiring such inventory or account to be filed, and may also proceed to take and state the amount of property held by the corporation, and may appoint a referee for that purpose; and when such account is taken and stated, after hearing all the parties appearing on the application, the court may enter an order determining the amount of property so held by the corporation and its annual income,

from which order an appeal may be taken by any party aggrieved as from a judgment of the supreme court in an action tried therein before a court without a jury. No corporation shall be required to make and file more than one inventory and account in any one year, or to make a second account and inventory while proceedings are pending for the statement of an account under this section.

43. Corporations with governing authority over churches.—14. An unincorporated diocesan convention, presbytery, classis, synod, annual conference, or other ecclesiastical governing body having jurisdiction over several churches, may at a stated meeting thereof, determine to become incorporated by a designated name, and may by a plurality vote, elect not less than three nor more than nine persons to be the first trustees of such corporation. The presiding officer and clerk of such governing body shall execute and acknowledge a certificate stating that such proceedings were duly taken as herein provided, the name by which such corporation is to be known, and the names of such first trustees. On filing such certificate the members of such governing body and their successors shall be a corporation by the name stated in the certificate, and the persons named as trustees therein shall be the first trustees thereof.

The trustees of every incorporated governing body and their successors shall hold their offices during the pleasure of such body, which may remove them and fill vacancies in accordance with its rules and regulations. Such corporation may take, administer and dispose of property for the benefit of such governing body, or of any parish, congregation, society, church, mission, religious, benevolent, charitable or educational institution existing or acting under it.

44. Property of extinct churches.—15. Such incorporated governing body may decide that a church, parish or society in connection with it or over which it has ecclesiastical jurisdiction, has become extinct, if it has failed for two consecutive years next prior thereto to maintain religious services according to the discipline, customs and usages of such governing body, or has had less than thirteen resident attending members paying annual pew rent or making annual contribution towards its support, and may take possession of the temporalities and property belonging to such church, parish or

religious society, and manage; or may, in pursuance of the provisions of law relating to the disposition of real property by religious corporations, sell or dispose of the same and apply the proceeds thereof to any of the purposes to which the property of such governing religious body is devoted, and it shall not divert such property to any other object.

45. Corporations for organizing and maintaining mission churches and Sunday-schools.—16. Ten or more members of two or more incorporated churches may become a corporation for the purpose of organizing and maintaining mission churches and Sunday-schools in the vicinity of such incorporated churches and of acquiring property therefor, by executing, acknowledging and filing a certificate stating the name of such corporation, the city in which it is to be located; the names of the churches; the members of which are to be admitted to membership therein; the number of trustees to manage its affairs, which shall be three, six or nine, and the names of the trustees for the first year of its existence. Whenever a mission church established by such corporation becomes self-sustaining, such mission church may become incorporated and shall be governed in pursuance of the laws for the incorporation and government of a church of the religious denomination to which such mission church belongs, and thereon such parent corporation may convey to such incorporated church the property connected therewith.

46. Application of this chapter to churches created by special laws.—18. If a church be incorporated by special law, it and its trustees shall have, in addition to the powers conferred on it by such law, all the powers and privileges conferred on incorporated churches and the trustees thereof respectively by the provisions of this article, and also all the powers and privileges conferred by this chapter on churches of the same denomination or of the like character, and on the trustees thereof respectively.

ARTICLE V.*

SPECIAL PROVISIONS FOR THE INCORPORATION OF CHURCHES OF OTHER DENOMINATIONS.

47. Contents, Article V.

80. Application of this article.

* Articles II, III and IV deal with particular denominations, such as the Roman Catholic.

81. Notice of meeting for incorporation.
82. The meeting for incorporation.
83. The certificate of incorporation.
84. Time, place and notice of corporate meetings.
85. Organization and conduct of corporate meetings ; qualifications of voters thereat.
86. Changing date of annual corporate meetings.
87. Changing number of trustees.
88. Meetings of trustees.
89. The creation and filling of vacancies among trustees of such churches.
90. Control of trustees by corporate meetings of such churches; salaries of ministers.
91. Trustees of a church in connection with the United Brethren in Christ.*
92. Trusts for Shakers and Friends.*
93. Conveyance of trust property of Friends.*

48. Application of this article.—80. This article is not applicable to a Protestant Episcopal church, a Roman Catholic church, or to a Christian Orthodox Catholic church of the Eastern Confession. No provision of this article is applicable to a Reformed church in America, a true Reformed Dutch church in the United States of America, a Reformed Presbyterian church or to an Evangelical Lutheran church, except as declared to be so applicable by the next preceding article of this chapter.

This article is applicable to churches of all other denominations.

49. Notice of meeting for incorporation.—81. Notice of a meeting for the purpose of incorporating an unincorporated church, to which this article is applicable, shall be given as follows :

The notice shall be in writing, and shall state, in substance, that a meeting of such unincorporated church will be held at its usual place of worship at a specified day and hour, for the purpose of incorporating such church and electing trustees thereof.

The notice must be signed by at least six persons of full age, who are then members in good and regular standing of such church by admission into full communion or membership

* Not printed in this volume.

therewith, in accordance with the rules and regulations of such church, and of the governing ecclesiastical body of the denomination or order, if any, to which the church belongs, or who have statedly worshiped with such church and have regularly contributed to the financial support thereof during the year next prior thereto, or from the time of the formation thereof.

A copy of such notice shall be posted conspicuously on the outside of the main entrance to such place of worship, at least fifteen days before the day so specified for such meeting, and shall be publicly read at each of the two next preceding regular meetings of such unincorporated church for public worship, at least one week apart, at morning service, if such service be held, on Sunday, if Sunday be the day for such regular meetings, by the first named of the following persons who is present thereat, to wit: The minister of such church, the officiating minister thereof, the elders thereof in the order of their age beginning with the oldest, the deacons of the church in the order of their age beginning with the oldest, any person qualified to sign such notice.

50. The meeting for incorporation.—82. At the meeting for incorporation held in pursuance of such notice, the following persons, and no others, shall be qualified voters, to wit: All persons of full age, who are then members, in good and regular standing of such church by admission into full communion or membership therewith, in accordance with the rules and regulations thereof, and of the governing ecclesiastical body, if any, of the denomination or order, to which the church belongs, or who have statedly worshiped with such church and have regularly contributed to the financial support thereof during the year next preceding such meeting, or from the time of the formation thereof.

The presence of a majority of such qualified voters, at least six in number, shall be necessary to constitute a quorum of such meeting. The action of the meeting upon any matter or question shall be decided by a majority of the qualified voters voting thereon, a quorum being present.

The first named of the following persons, who is present at such meeting shall preside thereat, to wit: the minister of the church, the officiating minister thereof, the elders thereof in the order of their age, beginning with the oldest, the deacons thereof in the order of their age, beginning with the oldest, any qualified voter elected to preside. The presiding officer of

the meeting shall receive the votes, be the judge of the qualifications of voters and declare the result of the votes cast on any matter. The polls of the meeting shall remain open for one hour, and longer, in the discretion of the presiding officer, or if required, by a majority of the voters present.

Such meeting shall decide whether such unincorporated church shall become incorporated. If such decision shall be in favor of incorporation such meeting shall decide upon the name of the proposed corporation, the number of the trustees thereof, which shall be three, six or nine, and shall determine the date, not more than fifteen months thereafter, on which the first annual election of the trustees thereof after such meeting shall be held. Such meeting shall elect from the persons qualified to vote at such meeting, one-third of the number of trustees so decided on who shall hold office until the first annual election of trustees thereafter, one-third of such number of trustees to hold office until the second annual election of trustees thereafter, and one-third of such number of trustees to hold office until the third annual election of trustees thereafter.

51. The certificate of incorporation.—83. The presiding officer of such meeting and at least two other persons present and voting thereat, shall execute and acknowledge a certificate of incorporation, setting forth the matters so determined at such meeting, the trustees elected thereat and the terms of office for which they were respectively elected and the county, town, city or village in which its principal place of worship is or is intended to be located. On filing such certificate the members of such church and the persons qualified to vote at such meeting and who shall thereafter, from time to time, be qualified voters, at the corporate meetings thereof, shall be a corporation by the name stated in such certificate, and the persons therein stated to be elected trustees of such church shall be the trustees thereof, for the terms for which they were respectively so elected.

52. Time, place and notice of corporate meetings.—84. The annual corporate meeting of every incorporated church to which this article is applicable, shall be held at the time and place fixed by or in pursuance of law therefor, if such time and place be so fixed, and otherwise, at a time and place to be fixed by its trustees. A special corporate meeting of any

such church may be called by the board of trustees thereof, on its own motion or on the written request of at least ten qualified voters of such church. The trustees shall cause notice of the time and place of its annual corporate meeting, therein specifying the names of any trustees, whose successors are to be elected thereat, and, if a special meeting, specifying the business to be transacted thereat, to be given at a regular meeting of the church for public worship, at morning service, if such service be held, on each of the two successive Sundays next preceding such meeting, if Sunday be the regular day for such public worship, and public worship be had thereon, or otherwise at a regular meeting of such church for public worship on each of two days, at least one week apart, next preceding such meeting, or if no such public worship be held during such period, by conspicuously posting such notice, in writing, upon the outer entrance to the principal place of worship of such church. Such notice shall be given by the minister of the church, if there be one, or if not, by the officiating minister thereof, if there be one, or if not, or if any such minister refuse to give such notice, by any officer of such church. But a special corporate meeting of an incorporated Presbyterian church, to elect a pastor of such church or to take action in reference to the dissolution of the relations of the pastor and the church, may be called only by the session of such church. They may call such meeting whenever they deem it advisable to do so, or upon the request to them, by petition, of a majority of the qualified voters of such corporation, they must call such meeting. They shall give notice of such meeting in either case, in the manner in this section provided in a notice of a special meeting.

53. Organization and conduct of corporate meetings; qualifications of voters thereat.—85. At a corporate meeting of an incorporated church to which this article is applicable, the following persons, and no others, shall be qualified voters, to wit: All persons of full age, who are then members in good and regular standing of such church by admission into full communion or membership therewith, in accordance with the rules and regulations thereof, and of the governing ecclesiastical body, if any, of the denomination or order to which the church belongs, or who have been stated attendants on divine worship in such church and have regularly contributed to the financial support thereof during the year next pre-

ceding such meeting; except that at a corporate meeting of any Methodist Episcopal church in the city of Brooklyn, only persons who shall have then been members thereof for at least one year prior thereto shall be qualified voters; and any incorporated church in connection with the Congregational denomination may at any annual corporate meeting thereof, if notice of the intention so to do has been given with the notice of such meeting, determine that thereafter only members of such church shall be qualified voters at corporate meetings thereof.

The presence at such meeting of at least six persons qualified to vote thereat shall be necessary to constitute a quorum. The action of the meeting upon any matter or question shall be decided by a majority of the qualified voters voting thereon, a quorum being present.

The first named of the following persons who is present at such meeting, shall preside thereat, to wit: The minister of such church, the officiating minister thereof; the officers thereof in the order of their age beginning with the oldest, any qualified voters elected therefor at the meeting. The presiding officer of the meeting shall receive the votes, be the judge of the qualifications of voters and declare the result of the votes cast on any matter. The polls of an annual corporate meeting shall continue open for one hour, and longer in the discretion of the presiding officer, or if required, by a majority of the qualified voters present.

At each annual corporate meeting, successors to those trustees whose terms of office then expire, shall be elected from the qualified voters by ballot, for a term of three years thereafter.

54. Changing date of annual corporate meetings.—

86. An annual corporate meeting of an incorporated church to which this article is applicable, may change the date of its annual meeting thereafter. If such date shall next thereafter occur less than six months after the annual meeting at which such change is made, the next annual meeting shall be held one year from such next recurring date. For the purpose of determining the terms of office of trustees, the time between the annual meeting at which such change is made and the next annual meeting thereafter shall be reckoned as one year.

55. Changing number of trustees.—87. An incorporated church to which this article is applicable, may, at an annual corporate meeting, change the number of its trustees to

three, six or nine, or classify them so that the terms of one-third expire each year. No such change shall affect the terms of the trustees then in office, and if the change reduces the number of trustees, it shall not take effect until the number of trustees whose terms of office continue for one or more years after an annual election, is less than the number determined upon. Whenever the number of trustees so holding over is less than the number so determined on, trustees shall be elected in addition to those so holding over, sufficient to make the number of trustees for the ensuing year equal to the number so determined on. The trustees so elected up to and including one-third of the number so determined on, shall be elected for three years, the remainder up to and including one-third of the number so determined on for two years and the remainder for one year.

56. Meetings of trustees.—88. Two of the trustees of an incorporated church, to which this article is applicable, may call a meeting of such trustees, by giving at least twenty-four hours' notice thereof personally or by mail to the other trustees. A majority of the trustees lawfully convened shall constitute a quorum for the transaction of business. In case of a tie vote at a meeting of the trustees, the presiding officer of such meeting shall, notwithstanding he has voted once, have an additional casting vote.

57. The creation and filling of vacancies among trustees of such churches.—89. If any trustee of an incorporated church to which this article is applicable, declines to act, resigns or dies, or having been a member of such church, ceases to be such member, or not having been a member of such church, ceases to be a qualified voter at a corporate meeting thereof, his office shall be vacant, and such vacancy may be filled by the remaining trustees until the next annual corporate meeting of such church, at which meeting the vacancy shall be filled for the unexpired term.

58. Control of trustees by corporate meetings of such churches. Salaries of ministers.—90. A corporate meeting of an incorporated church, whose trustees are elective as such, may give directions, not inconsistent with law, as to the manner in which any of the temporal affairs of the church shall be administered by the trustees thereof; and such directions shall be followed by the trustees. The trustees of an in-

corporated church to which this article is applicable, shall have no power to settle or remove or fix the salary of the minister, or without the consent of a corporate meeting, to incur debts beyond what is necessary for the care of the property of the corporation; or to fix or change the time, nature or order of the public or social worship of such church, except when such trustees are also the spiritual officers of such church.

ARTICLE VI.

SPECIAL PROVISIONS FOR THE INCORPORATION AND GOVERNMENT OF TWO OR MORE UNINCORPORATED CHURCHES AS A UNION CHURCH.

59. Contents, Article VI.

100. Joint meeting for the purposes of incorporation.

101. Government of incorporated union churches.

60. Joint meeting for the purposes of incorporation.

—100. Two or more unincorporated churches, which separately agree on a plan of union and determine to meet together for the purpose of being incorporated as a union church, may be incorporated as a union church in pursuance of the provisions of the next preceding article, and thereafter such union church shall be governed by the general provisions of such article, as near as may be, except as otherwise provided in this article. A notice of such joint meeting shall be given to the congregation of each church, in pursuance of the provisions of the next preceding article of this chapter, relating to notice of meeting for incorporations in every respect, as if it were a notice of a meeting for the separate incorporation of such church under such article, except that the notice shall state in substance that a joint meeting of such incorporated churches, which shall be specified in the notice, will be held for the purpose of incorporating such churches as a union church, and electing trustees thereof at a time and place specified in the notice, which place may be the usual place of worship of either of such churches or any other reasonably convenient place. Such notice must be signed by at least six persons from each of such churches who would be authorized to sign a notice for the meeting of each church, respectively, for the purpose of incorporating it under such article.

The provisions of the next preceding article of this chapter shall be applicable to the organization and conduct of such

meeting, the matters to be determined upon and the certificate of incorporation to be executed and filed accordingly, except that the presiding officer of such joint meeting shall be the oldest person present at such meeting who would be entitled to preside at a meeting of either of such churches singly for the purposes of incorporation in pursuance of such article. All persons who would be qualified to vote at such meeting of either of such churches held singly, shall be qualified voters at such joint meeting, and the number of trustees of the union church after incorporation, to be selected from each such church, may be agreed on by such unincorporated churches, and the trustees shall be selected by each of such churches accordingly.

The certificate of incorporation shall set forth the plan of union agreed on and the number of trustees of the incorporated union church to be selected by each unincorporated church.

61. Government of incorporated union churches.—

101. Any union church or society having a common place of worship or holding property belonging jointly to the several societies composing the same, but the sole right of occupancy of which is reserved to each of them in proportion to their interest in such property, or the money originally paid therefor by each, or in accordance with their plan of union agreed on, may, if any one or more of the churches or societies comprising such union church or society has ceased to exist, on the request of such remaining churches or society, redistribute and divide the time of occupancy among such remaining societies in proportion to their contributions to such property respectively, or in accordance with a new plan of union agreed on by them. Such redistribution shall be made by the trustees of said union church or society on written notice to the societies which it is alleged have ceased to exist ; but no such society shall be deemed to have ceased to exist unless it has failed or neglected for a period of five consecutive years next preceding such request for redistribution, to hold meetings and have a clerk or secretary, and keep a list or registry of its members, or to have preaching, prayer or conference meetings, or other religious services in keeping with the usages of the denomination to which it belongs.

Any one of the societies composing a union church or society, which shall have built a church edifice in the same village or neighborhood in which it holds its religious services,

shall not thereby lose or forfeit in any way any of its rights or privileges in such union society, and the maintaining of divine worship, or contributing to its support in its own building, shall be regarded the same as if it held its meetings in the church building of such union societies. Any notice for the election of trustees of the union society or for any other purpose which the law requires to be read or given at the time of divine service, may be read or given in the church edifice so built by any one of such societies, if at the time religious services are not held in the church edifice of such union society. But such notice must be posted on the outer door of such union church edifice at least fifteen days before the meeting. If any society composing any such church union or society has a greater interest in the occupancy of the church building than others, unless the several churches composing the union church or society have agreed otherwise, the number of trustees shall be odd, and the trustees shall be elected from such societies in proportion to their respective interests in the union, church or society, as nearly as may be. Any society composing such union church or society, which has built for itself a church edifice and become incorporated, may sell its interest and right of occupancy in such union society, and convey the same, when authorized so to do by a two-thirds vote of the voters thereof qualified to vote for union trustees, at a special meeting called for that purpose. The proceeds of such sale shall be used for the benefit of its church property.

ARTICLE VII.

LAWS REPEALED ; WHEN TO TAKE EFFECT.

62. Contents, Article VII.

110. Laws repealed.

111. When to take effect.

63. Laws repealed.—110. Of the laws enumerated in the schedule hereto annexed, that portion specified in the last column is repealed.*

64. When to take effect.—111. This chapter shall take effect October 1, 1895.

* The Schedule is omitted, because it seems sufficient to note that all laws of a general nature, from the Act of 1813 down to 1894, affecting religious corporations, have been repealed, excepting those which are hereinafter printed. None of the special laws affecting single religious corporations appear to have been repealed.

BENEVOLENT, CHARITABLE, SCIENTIFIC, MISSIONARY AND
RELIGIOUS KNOWLEDGE SOCIETIES.

[Laws 1848, Chap. 319.]

65. How incorporated, change of name and number of members.—1. Any five or more persons of full age, citizens of the United States, a majority of whom shall be citizens of, and resident within this State, who shall desire to associate themselves for benevolent, charitable, literary, historical, scientific, missionary or mission or Sunday-school purposes, or for the purpose of mutual improvement in religious knowledge, or for the furtherance of religious opinion, or for the purpose of promoting and cultivating the fine arts by establishing a gallery or collections of pictures and statuary, including other objects of the fine arts, and for the purpose of maintaining a library, or as a society for the prevention of crime, or for any two or more of such objects, may make, sign and acknowledge before any officer authorized to take the acknowledgment of deeds in the State, and file in the office of the secretary of state, and also in the office of the clerk of the county in which the business of such society is to be conducted, a certificate in writing in which shall be stated the name or title by which such society shall be known in law, the particular business and objects of such society, the number of trustees, directors or managers to manage the same, and the names of the trustees, directors or managers of such society for the first year of its existence. And any corporation organized, or which may hereafter be organized under the provisions of this act, may from time to time change the title of the members of their managing board, or increase or decrease the number thereof to not less than five, on the consent in writing of not less than two-thirds of their number. A certificate of such change, executed as herein above provided for the original certificate, shall be filed with the original certificate; but neither such original certificate nor such amendment thereof shall be filed unless by the written consent and approbation of one of the justices of the supreme court of the district in which the place of business or principal office of such company or association shall be located, to be endorsed on such certificate; and no written consent or approbation shall be given by any justice of the supreme court, for the organization and incorporation of any society under this act for the care or disposal of any orphan, pauper or destitute children except upon the certificate in writing of the State

Board of Charities approving of the organization and incorporation of such society, which certificate of such State Board of Charities shall be filed with the original certificate of such incorporation. (As amended, Laws 1883, Chap. 446.)

66. Certificate incorporates. Powers. Limit upon property and income.—2. Upon filing a certificate as aforesaid, the persons who shall have signed and acknowledged such certificate and their associates and successors shall thereupon, by virtue of this act, be a body politic and corporate by the name stated in such certificate, and by that name they and their successors shall and may have succession and shall be persons in law capable of suing and being sued, and they and their successors may have and use a common seal, and the same may alter and change at pleasure; and they and their successors, by their corporate name, shall, in law, be capable of taking, receiving, purchasing and holding real and personal estate, for the purposes of their incorporation and for no other purpose, to an amount not exceeding in the aggregate the sum of two million dollars in value; but the clear annual income of such real and personal estate shall not exceed the sum of two hundred thousand dollars; to make by-laws for the management of its affairs, not inconsistent with the constitution and laws of this State, or of the United States; to elect and appoint the officers and agents of such society, for the management of its business, and to allow them a suitable compensation. (As amended, Laws 1885, chap. 88.)

67. Election of trustees. Quorum.* Vacancies. Restriction upon sales, etc.—3. The society, so incorporated, may annually elect, from its members, its trustees, directors or managers, at such time and place, and in such manner as may be specified in its by-laws, who shall have the control and management of the affairs and funds of said society, a majority of whom shall be a quorum for the transaction of business, if not otherwise provided in the by-laws, except that no such purchase, lease or sale of real estate shall be made unless two-thirds† of the whole number are present at the meeting at which it is ordered; and whenever any vacancy shall happen among such trustees, directors or managers, by death, resignation, or neglect to serve, such vacancy shall be filled in

* See No. 104, p. 371.

† Three-fourths of the trustees must now apply to the court for an order to lease or sell. See Laws 1861, chap. 58, p. 137.

such manner as shall be provided by the by-laws of such society. (As amended, Laws 1853, chap. 487.)

68. Failure to elect trustees does not dissolve.—4. In case it shall at any time happen that an election of trustees, directors or managers shall not be made on the day designated by the by-laws, said society for that cause shall not be dissolved, but it shall and may be lawful on any other day to hold an election for trustees, directors or managers, in such manner as may be directed by the by-laws of such society.

69. Names of existing societies not to be used.—5. The provisions of this act shall not extend or apply to any association or individuals, who shall, in the certificate filed with the secretary of state, or with the county clerk, use or specify a name or style the same as that of any previously existing incorporated society in this State. (As amended, Laws 1861, chap. 239.)

70. Limitations upon property. Mortmain restriction.—6. Any corporation formed under this act, shall be capable of taking, holding or receiving any property, real or personal, by virtue of any devise or bequest contained in any last will or testament of any person whatsoever, the clear annual income of which devise or bequest shall not exceed the sum of ten thousand dollars; provided, no person leaving a wife or child or parent, shall devise or bequeath to such institution or corporation more than one-fourth of his or her estate, after the payment of his or her debts, and such devise or bequest shall be valid to the extent of such one-fourth, and no such devise or bequest shall be valid, in any will which shall not have been made and executed at least two months before the death of the testator.

71. Trustees liable for debts.—7. The trustees of any company or corporation organized under the provisions of this act, present at any meeting authorizing the contraction of any debt, and acquiescing in the passage of any resolution or order authorizing the same, shall be jointly and severally liable for any such debt, provided, a suit for the collection of the same shall be brought within one year after the debt shall become due and payable. (As amended, Laws 1853, chap. 487.)

72. Visitation by court. Annual inventory of property.—8. All institutions formed under this act, together

with their books and vouchers, shall be subject to the visitation and inspection of the justices of the supreme court, or by any person or persons who shall be appointed by the supreme court for that purpose, and it shall be the duty of the trustees, or a majority of them, in the month of December in each year, to make and file in the county clerk's office where the original certificate is filed, a certificate under their hands, stating the names of the trustees and officers of such association or corporation, with an inventory of the property, effects and liabilities thereof, with an affidavit of the truth of such certificate and inventory, and also an affidavit that such association or corporation has not been engaged directly or indirectly, in any other business than such as is set forth in the original certificate on file.

73. Powers.—9. Every corporation formed under this act, shall possess the powers and be subject to the provisions and restrictions contained in the third title of the eighteenth chapter of the first part of the revised statutes.* (As amended, Laws 1849, chap. 273.)

74. Amendment and repeal.—10. The legislature may at any time amend, annul or repeal any incorporation formed or created under this act.

75. Trustees, how increased.—11. The number of trustees, directors or managers in any corporation which may have been heretofore or which may hereafter be organized under the said act may be increased as follows: The existing trustees of any such corporation, or a majority thereof, shall make and sign a certificate declaring how many trustees, directors or managers the corporation shall have in the future management of its business and stating the names of the new or additional trustees, directors or managers, which certificate shall be acknowledged or be proved by a subscribing witness, and shall be filed in the office of the secretary of state, and also in the office of the clerk of the county where the original certificate of incorporation was filed; and from and after the filing of such certificate, the trustees, directors or managers of such corporation shall be deemed increased to the number therein stated, and the persons so named shall be trustees until a new election of trustees, directors or managers shall be had according to said act and the by-laws or regulations of said corporation. (As amended, Laws 1875, chap. 452.)

*The place of this chapter is now taken by the General Corporation Law. See No. 13, etc., p. 336.

76. Reincorporation and continuation.—12. The trustees, directors or stockholders of any existing benevolent, charitable, scientific, or missionary corporation may by conforming to the requirements of the first section of the act* hereby amended, reincorporate themselves or continue their existing corporate powers for the period limited by the act hereby amended, and all the property and effects of such existing corporation shall vest in and belong to the corporation so reincorporated or continued. (As amended, Laws 1849, chap. 273.)

77. Extension of corporate life.—13. The term of existence of any corporation which may have heretofore been or which may hereafter be organized under this act, may be extended in the following manner: The trustees of such corporation, or a majority of them, shall make and sign a certificate declaring the term, not exceeding fifty years, for which the said corporation is to be continued, which certificate shall be duly acknowledged, and filed in the office of the secretary of state, and also a copy thereof in the office of the clerk of the county where the original certificate of incorporation was filed; and from and after the filing of such certificate and copy, the said corporation shall be deemed continued for the term of years therein prescribed. (As amended, Laws 1876, chap. 190.)

[Chap. 51, Laws of 1870.]

78. Churches, parsonages, etc., included in preceding act of 1848.—1. The "Act for the incorporation of benevolent, charitable, scientific and missionary purposes," passed April twelfth, eighteen hundred and forty-eight, shall be deemed to authorize the incorporation, of any society for the purpose of establishing and maintaining any educational institution or chapel, or place of Christian worship, or any parsonage, rectory or official residence of any bishop, pastor or minister of any Christian church or association.

79. Trustees, perpetuation and management.—2. It shall be lawful for the trustees or managers of any society incorporated under the act aforesaid, or under this act, to provide in their by-laws for the classification and the mode of perpetuating the board of trustees or managers, and filling vacancies therein, as the same may occur.

*See No. 65, p. 360.

80. Act applicable to all societies.—5. This act shall apply as well as to societies heretofore organized under the aforesaid act, as to those which shall be hereafter organized.

FREE CHURCHES.

[Laws 1854, Chap. 218, passed Apl. 13.]

81. How incorporated.—1. Any seven or more persons of full age, citizens of the United States, and a majority of them being residents of this State, who shall associate themselves for the purpose of founding and continuing one or more free churches, may make, sign and acknowledge, before any officer authorized to take the acknowledgment of deeds of land to be recorded in this State, and may file in the office of the secretary of state, and also of the clerk of the county in which any such church is to be established, a certificate in writing, in which shall be stated the name or title by which such society shall be known in the law, the purpose of its organization, and the names of seven trustees, of whom not less than five shall be persons who are not ministers of the gospel or priests of any denomination, to manage the same; but such certificate shall not be filed, unless with the written consent and approbation of a justice of the supreme court of the district in which any such church shall be intended to be established, or in the city of New York of a judge of the superior court of said city, to be endorsed on such certificate.

82. Powers. Limitations upon property. Liability of trustees.—2. Upon the filing of such certificate, the persons named therein as trustees, and their successors, being citizens of the United States, and residents of this State, shall be a body politic and corporate, with all the rights, powers and duties, and subject to all the restrictions and obligations and other provisions, so far as the same may be applicable and consistent with this act, specified and contained in the act* entitled “An act for the incorporation of benevolent, charitable, scientific and missionary societies,” passed April 12, 1848, and the act amending the same, passed April 7, 1849, except that the limitation in the first of the said acts of the value of the real estate that may be held by any society in the city or county of New York, incorporated under this act, shall not be applicable to any church edifice erected or owned by such society, or the lot of ground on which the same may be built; and except that

* See No. 65, p. 360.

the provision in the first of the said acts, in relation to the personal liability of the trustees, shall be applicable only to the trustees who shall have assented to the creation of any debt.*

83. Vacancies in boards. Proportion of lay members. 3. Any vacancies occurring in the said board of trustees shall be supplied by the remaining trustees at any legal meeting of the members; but there shall always be at least five members of the board who are not ministers of the gospel or priests of any denomination.

84. Pews to be free. Mortgage provisions.—4. The seats and pews in every church, building or edifice, owned or occupied by any corporation organized under this act, shall be forever free for the occupation and use, during public worship, of all persons choosing to occupy the same, and conducting themselves with propriety, and no rent, charge or exaction shall ever be made or demanded for such occupation or use; nor shall any real estate belonging to any such corporation be sold or mortgaged by the trustees thereof, unless by the direction of the supreme court, to be given in the same manner and in the like cases as provided by law in relation to religious incorporations.

[Laws 1854, chap. 50, passed March 8.]

85. Supreme court may authorize mortgages.—1. It shall be lawful for the supreme court of this State, upon the application of any benevolent, charitable, scientific or missionary society, incorporated by law, in case it shall deem it proper, to make an order for the mortgaging of any real estate belonging to said corporation, and to direct the application of the moneys arising therefrom, by the said corporation, to such uses as the same corporation, with the consent and approbation of the said court, shall conceive to be most for the interest of the society to which the real estate so mortgaged belongs.

[Laws 1860, chap. 360, passed Apl. 13.]

86. Mortmain restrictions.—1. No person having a husband, wife, child or parent, shall, by his or her last will and testament, devise or bequeath to any benevolent, charitable, literary, scientific, religious or missionary society, association or corporation, in trust or otherwise, more than one-half part of his or her estate, after the payment of his or her debts (and such devise or bequest shall be valid to the extent of one-half, and no more).

* See No. 65, p. 360.

[Laws 1861, chap. 58, passed March 19.]

87. Supreme court may authorize sale or lease of property.—1. It shall be lawful for the supreme court of this State, upon the application of three-fourths of the trustees of any benevolent, charitable, scientific, missionary society or orphan asylum incorporated by law, in case it shall deem it proper, to make an order for the leasing or sale and conveyance of any real estate belonging to such corporation, and to direct the application of the moneys arising therefrom by the said corporation to such uses as to the said court shall seem to be most for the interest of the corporation to which the real estate so leased or conveyed belongs.

[Laws 1872, chap. 104, passed March 12.]

88. Trustees to receive no emoluments.—1. No trustee or director of any charitable or benevolent institution, organized either under the laws of this State or by virtue of a special charter, shall receive, directly or indirectly, any salary or emolument from said institution, nor shall any salary or compensation whatever be voted or allowed by the trustees or directors of any institutions organized for charitable or benevolent purposes, to any trustee or director of said institution for services, either as trustee or director, or in any other capacity.

[Laws of 1882, chap. 290.]

89. Supreme court may authorize additional lands.—1. Any corporation which shall have sold and conveyed any part of its real estate, may, notwithstanding any restriction in its charter, purchase, take and hold, from time to time, any lands adjacent to those already held by it; provided the supreme court shall authorize such purchase, taking and holding upon the application of such corporation, and on being satisfied that the value of all lands proposed to be so purchased shall not exceed that of lands sold and conveyed by the said corporation within the three years next preceding such application.

DISSOLUTION OF RELIGIOUS SOCIETIES, EXCEPTING IN NEW YORK COUNTY.

[Laws 1872, chap. 424.]

90. How dissolved. Disposition of proceeds.—1. Whenever any religious society incorporated by law shall cease to act in its corporate capacity and keep up the religious ser-

vices, it shall be lawful for the supreme court of this State, upon the application of a majority of the trustees thereof incorporated by law, except in the city and county of New York, in case said court shall deem it proper so to do, to order and decree a dissolution of such religious society, and for that purpose to order and direct a sale and conveyance of any and all property belonging to such society; and after providing for the ascertaining and payment of the debts of such society, and the necessary costs and expenses of such sale and proceedings for dissolution, so far as the proceeds of such sale shall be sufficient to pay the same; such court may order and direct any surplus of such proceeds remaining after paying such debts, costs, and expenses, to be devoted and applied to any such religious, benevolent, or charitable objects or purposes as the said trustees may indicate by their petition, and the said court may approve.

91. Petition, what to contain.—2. Such application to the said court shall be made by petition, duly verified by said trustees, which petition shall state the particular reason or causes why such sale and dissolution are sought; the situation, condition, and estimated value of the property of said society or corporation, and the particular object or purposes to which it is proposed to devote any surplus of the proceeds of such property; and such petition shall, in all cases, be accompanied with proof that notice of the time and place of such intended application to said court, has been duly published once in each week for at least four weeks successively, next preceding such application, in a newspaper published in the county where such society is located.

92. When members may make the application.—3. In case there shall be no trustees of such religious society residing in the county in which such society is located, such application may be made, and such proceedings taken, by a majority of the members of such religious society residing in such county.

PROPERTY OF NON-BUSINESS CORPORATIONS.

[Laws 1889, Chap. 191, as amended L. 1890, Chap. 553.]

93. Limitations upon principal and income. Inheritance tax not applicable.—1. Any religious, educational, Bible, missionary, tract, literary, scientific, benevolent or charitable corporation, or corporation organized for the enforcement

of laws relating to children or animals, or for hospital, infirmary, or other than business purposes, may take and hold, in its own right or in trust for any purpose comprised in the objects of its incorporation, property not exceeding in value three million dollars, or the yearly income derived from which shall not exceed two hundred and fifty thousand dollars, notwithstanding the provisions of any special or general act heretofore passed or certificate of incorporation affecting such corporations. In computing the value of such property no increase in value arising otherwise than from improvements made thereon, shall be taken into account. The personal estate of such corporations shall be exempt from taxation, and the provisions of chapter four hundred and eighty-three of the laws of eighteen hundred and eighty-five, entitled, "An act to tax gifts, legacies and collateral inheritances in certain cases," and the acts amendatory thereof, shall not apply thereto, nor to any gifts to any such corporation by grant, bequest or otherwise; *Provided, however,* That this provision shall not apply to any moneyed or stock corporation deriving an income or profit from the capital or otherwise, or to any corporation which has the right to make dividends or to distribute profits or assets among its members.

94. Prior acts not affected.—2. This act shall not affect the right of any such corporation to take and hold property exceeding in value the amount specified in section one of this act, provided such right is conferred upon such corporation by special statute; nor affect any statute by which its real estate is exempt from taxation.

GIFTS FOR CHARITABLE PURPOSES.

[Laws of 1893, Chap. 701.]

95. Indefiniteness does not invalidate. Legal title, where vested.—1. No gift, grant, bequest, or devise to religious, educational, charitable, or benevolent uses, which shall, in other respects, be valid under the laws of this State, shall be deemed invalid by reason of the indefiniteness or uncertainty of the persons designated as the beneficiaries thereunder in the instrument creating the same. If in the instrument creating such a gift, grant, bequest, or devise, there is a trustee named to execute the same, the legal title to the lands or property given, granted, devised, or bequeathed for such purposes shall vest in such trustee. If no person be named as trustee, then

the title to such lands or property shall vest in the supreme court.

96. Supreme court to control.—2. The supreme court shall have control over gifts, grants, bequests, and devises in all cases provided for by section one of this act. The attorney-general shall represent the beneficiaries in all such cases, and it shall be his duty to enforce such trusts by proper proceedings in the court.

THE STATUTORY CONSTRUCTION LAW.

Laws of 1892, Chap. 677.

[Chap. 1 of the General Laws.]

97. Short title ; extent of application.—1. This chapter shall be known as the statutory construction law, and is applicable to every statute unless its general object or the context of the language construed, or other provisions of law indicate that a different meaning or application was intended from that required to be given by this chapter.

98. Property.—2. The term property includes real and personal property.

99. Real property.—3. The term real property includes real estate, lands, tenements and hereditaments, corporeal and incorporeal.

100. Personal property.—4. The term personal property includes chattels, money, things in action, and all written instruments themselves, as distinguished from the rights or interests to which they relate, by which any right, interest, lien or incumbrance in, to or upon property, or any debt or financial obligation is created, acknowledged, evidenced, transferred, discharged or defeated, wholly or in part, and everything, except real property, which may be the subject of ownership. The term chattels includes goods and chattels.

101. Person.—5. The term person includes a corporation and a joint stock association. When used to designate a party whose property may be the subject of any offense, the term person also includes the State, or any other State, government or country which may lawfully own property in the State.

102. Seal.—13. A seal of a court, public officer or corporation may be impressed directly upon the instrument or writing to be sealed, or upon wafer, wax or other adhesive substance affixed thereto, or upon paper or other similar substance affixed thereto by mucilage or other adhesive substance. An instrument or writing duly executed, in the corporate name of a corporation, which shall not have adopted a corporate seal, by the proper officers of the corporation under their private seals, shall be deemed to have been executed under the corporate seal.

103. Board composed of one person.—18. A reference to several officers of a municipal corporation holding the same office, or to a board of such officers, shall be deemed to refer to the single officer holding such office, when but one person is chosen to fill such office in pursuance of law.

104. Meeting; quorum;* powers of majority.—19. Whenever three or more public officers are given any power or authority, or three or more persons are charged with any public duty to be performed or exercised by them jointly or as a board or similar body, a majority of all such persons or officers at a meeting duly held at a time fixed by law, or by any by-law duly adopted by such board or body, or at any duly adjourned meeting of such meeting, or at any meeting duly held upon reasonable notice to all of them, may perform and exercise such power, authority or duty, and if one or more of such persons or officers shall have died or have become mentally incapable of acting, or shall refuse or neglect to attend any such meeting, a majority of the whole number of such persons or officers shall be a quorum of such board or body, and a majority of a quorum, if not less than a majority of the whole number of such persons or officers, may perform and exercise any such power, authority or duty. Any such meeting may be adjourned by a less number than a quorum. A recital in any order, resolution or other record of any proceeding of such a meeting that such a meeting had been so held or adjourned, or that it had been held upon such notice to the members, shall be presumptive evidence thereof.

105. Service of notice upon body or board.—20. When a notice is required to be given to a board or body, ser-

* See Nos. 24, 56, 67, pp. 339, 356 and 361.

vice of such notice upon the clerk or chairman thereof shall be sufficient.

PARTICULAR DENOMINATIONS.

106. The Religious Corporations act of May 23, 1895, makes special provision for the following churches:

Protestant Episcopal, Art. I, Sec. 11; Art. II, Secs. 30-36; Art. V, Sec. 80.

Roman Catholic and Greek, Art. I, Sec. 11; Art. III, Secs. 50, 51; Art. V, Sec. 80.

Reformed Dutch, Art. IV, Secs. 50-56.

Reformed Presbyterian, Art. IV, Secs. 60-66; Art. V, Sec. 84; Supp.

Evangelical Lutheran, Art. IV, Secs. 60-66.

Congregational, Art. I, Sec. 15; Art. V, Sec. 85.

Baptist, Art. I, Sec. 15.

Christian, Art. I, Sec. 15.

Methodist Episcopal, Art. I, Sec. 17; Art. V, Sec. 85.

United Brethren in Christ, Art. V, Sec. 91.

Shakers, Art. V, Sec. 92.

Friends, Art. V, Secs. 92, 93.

Other Denominations, Art. V, Secs. 80-90.

Union Churches, Art. VI, Secs. 100, 101.

IV. SPECIAL PROVISIONS FOR THE INCORPORATION AND GOVERNMENT OF REFORMED DUTCH, [AND] REFORMED PRESBYTERIAN CHURCHES.*

107. **Decision by a Reformed Dutch or Reformed Presbyterian church as to system of incorporation and government.**—60. The minister or ministers, if there be any, and the elders and deacons of an unincorporated church in connection with the Reformed Church in America, the true Reformed Dutch Church in the United States of America, or with the Reformed Presbyterian Church, may determine to incorporate such church in pursuance of this article, or to call a meeting of such unincorporated church for the purpose of deciding whether such church shall be incorporated in pursuance of the next article of this chapter, entitled "Special provisions for the incorporation and government of churches of other denominations."†

If such ministers, elders and deacons determine to call

* For amendment, 1896, see p. 575.

† See p. 341.

such meeting for such purpose, then such church may be incorporated and shall be governed after its incorporation in pursuance of the provisions of the next article* of this chapter, except such provisions thereof as are applicable to churches of a single denomination only, and except that the notice of the meeting for incorporation shall be signed by such ministers, elders, and deacons or a majority of them, and no other signatures thereto shall be necessary to its validity; and, if it be a Reformed Church in America, it shall, after incorporation, be governed by such of the provisions of this article as relates to its consistory and to the choice of its minister.

108. Incorporation of Reformed Dutch, [and] Reformed Presbyterian churches under this article.—62. If an unincorporated church in connection with the Reformed Church in America, the true Reformed Dutch Church in the United States of America; the Reformed Presbyterian Church, or with the Evangelical Lutheran Church, determine to incorporate in pursuance of this article, the minister or ministers and the elders and deacons thereof, shall execute, acknowledge and cause to be filed and recorded a certificate in pursuance of this article. The deacons of a Presbyterian church may alone sign such certificate if authorized so to do by such church. Such certificate of incorporation shall state the name of the proposed corporation, the county and town, city or village where its principal place of worship is or is intended to be located, and, if it be an Evangelical Lutheran church, the fact that a meeting of such church duly called decided that it be incorporated under this article; and if it be signed by the deacons of a Reformed Presbyterian church, it shall state that they were authorized so to do by such church.

On filing such certificate such church shall be a corporation by the name stated therein and the minister or ministers, if any, and the elders and deacons of such church shall, by virtue of their offices, be the trustees of such corporation, except that if it be a Reformed Presbyterian church, the certificate of incorporation of which shall have been, in pursuance of law, signed by its deacons only, the deacons of such church shall, by virtue of their offices, be the trustees of such corporation.

109. Consistory of a Reformed church in America; ministers, how chosen.—63. Any church in connection with

*See Art. V, p. 350.

the Reformed Church in America, the choice or election of the members of whose consistory is not subject to the ecclesiastical rules or jurisdiction of such Reformed Church in America, shall, if the consistory so determine, be subject to such rules and jurisdiction; and thereafter the choice of the members of the consistory shall be in accordance with such rules and practices.

If any such church be incorporated under the next* article of this chapter, or if its trustees be elective in pursuance of such article, its board of trustees and its consistory shall act concurrently in the choice of its minister.

110. Reformed churches in America, changing system of choosing trustees; minister, how chosen.—64. If the ministers, elders and deacons who, at any time, by virtue of their offices, constitute the trustees of any Reformed church in America, determine that the trustees of such church shall thereafter be elective in pursuance of the next article* of this chapter, and shall determine whether the number of such trustees shall be three, six or nine, and the date of the annual corporate meeting of the church, they may sign, acknowledge and cause to be filed and recorded in the office of the clerk of the county in which the certificate of incorporation of such church is filed or recorded, a certificate of such determinations. Thereafter the trustees of such church shall be elective in pursuance of the provisions of the next article* of this chapter, relating to the election of trustees of incorporated churches. At the next annual corporate meeting after the filing of such certificate, one-third of the number of trustees so determined on shall be elected to hold office for one year, one-third for two years and one-third for three years, and the minister, elders and deacons shall cease to be the trustees of such church. At each subsequent annual corporate meeting of such church, one-third of the number of trustees so determined on shall be elected to hold office for three years.

If the trustees of an incorporated Reformed church in America are at any time elective, in pursuance of the next article of this chapter, the board of trustees and the consistory thereof may concurrently determine that the minister or ministers, if any, and the elders and deacons of such church shall constitute the trustees thereof. Thereon the president and clerk of the consistory and the president and clerk of the board

* See Art. V, p. 350.

of trustees shall sign and acknowledge and cause to be filed and recorded in the office of the clerk of the county in which the original certificate of incorporation is filed or recorded, a certificate of such determination stating the names of such ministers, elders and deacons. On so filing and recording such certificate, such board of trustees shall be dissolved and the minister or ministers, and elders and deacons of such church and their successors in office shall constitute the trustees of such church.

111. Reformed Presbyterian churches, changing system of choosing trustees, pew rents and minister's salary.—65. If any incorporated Reformed Presbyterian church, at a meeting of the church or congregation, determine that the deacons of such church shall be the trustees thereof, then the deacons of such church actively engaged in the exercise of their offices therein, and their successors in office, shall, by virtue of their respective offices, be the trustees of such church. The salary of the minister and the pew rents in any such church shall be fixed by the vote of the congregation, and the trustees shall not fix or change the same.

TAXABLE TRANSFERS OF PROPERTY.

[Laws of 1892, Chap. 399.]

112. Bequests exempted from transfer tax.—Any property heretofore or hereafter devised or bequeathed to any person who is a bishop, or to any religious corporation, shall be exempted from, and not be subject to the provisions of this Act.

NORTH CAROLINA.

CONSTITUTION. Article VIII.

[In effect June 25, 1868.]

1. General laws to be enacted.—1. Corporations may be formed under general laws, but shall not be created by special act, except for municipal purposes, and in cases where, in the judgment of the Legislature, the object of the corporation cannot be attained under general laws. All general laws and special acts, passed pursuant to this section, may be altered from time to time, or repealed.

CODE, 1883.

CHAP. XVI. CORPORATIONS.

(With amendments to 1895.)

2. Powers.—663. All corporations shall, where no other provision is specially made, be capable in their corporate name to sue and be sued, appear, prosecute and defend to final judgment and execution, in any courts or elsewhere; to have a common seal, which they may alter at pleasure, to elect, in such manner as they shall determine to be proper, all necessary officers, and to fix their compensation and define their duties and obligations; and to make by-laws and regulations, consistent with the laws of the State, for their own government, and for the due and orderly conducting of their affairs, and the management of their property.

3. By-laws to determine meetings.—664. All corporations may, by their by-laws, where no other provision is specially made, determine the manner of calling and conducting all meetings; the number of members that shall constitute a quorum; the number of shares that shall entitle the members to one or more votes; the mode of voting by proxy; the mode of selling shares for the non-payment of assessments; and the tenure of office of the several officers; and the manner in which

vacancies in any of the offices shall be filled till a regular election, and they may annex suitable penalties to such by-laws, not exceeding in any case the sum of twenty dollars for any one offense; *Provided*, That no such by-law shall be made by any corporation repugnant to any provision of this charter.

4. First meeting, how notified when not provided for specially.—665. The first meeting of all corporations, unless otherwise provided for in their acts of incorporation, shall be called by a notice signed by any one or more of the persons named in the act of incorporation, and setting forth the time, place and purposes of the meeting; and such notice, ten days at least before the meeting, shall be delivered to each member or published in some newspaper printed nearest to the proposed place of meeting.

5. Limit upon real estate.*—666. Every corporation may hold lands to an amount authorized by law, and may convey the same. But no corporation formed under this chapter, except mining and manufacturing companies, and companies supplying the cities and towns of the State with water, shall have power to hold at the same time more than three hundred acres of land in fee simple, or for a longer term than thirty years.

6. Corporation to continue three years after expiration of charter.—667. All corporations whose charters shall expire by their own limitation, or shall be annulled by forfeiture or otherwise, shall nevertheless be continued bodies corporate for the term of three years after the time when they would have been so dissolved, for the purpose of prosecuting and defending actions by or against them, and of enabling them gradually to settle and close their concerns, to dispose of and convey their property, and to divide their capital stock; but not for the purpose of continuing the business for which such corporations may have been established.

7. How incorporated.—677. Any number of persons not less than three who may be desirous of engaging in any business not unlawful, except building railroads, or banking or insurance, at any place within the State, may, if it please them, become incorporated in the manner following—that is, such persons shall, by articles of agreement, under their hands and

*See No. 22, Section 3667, p. 382.

seals, set forth before the clerk of the superior court of the county where the meetings may be held: 1. The corporate name. 2. The business proposed. 3. The place where it is proposed to be carried on. 4. The length of time desired, not exceeding thirty years. 5. The names of persons who have subscribed.

8. Articles to be acknowledged and recorded.—678.

The said articles of agreement, after having been proved by a subscribing witness, or acknowledged before the clerk, shall be recorded by said clerk in a book to be kept for this purpose in his office, and marked "record of incorporations," and said clerk shall keep in said book an alphabetical index of the names of the corporations; *Provided*, That the said clerk before recording the said articles of agreement shall collect from the persons signing said articles twenty-five dollars . . . for the benefit of the public school fund of the county.

9. Clerk of court to give letters and publish notice.—679.

After the said articles of agreement shall have been recorded, the clerk under the seal of the superior court, shall issue letters declaring said persons and their successors to be, and thenceforth they shall be a corporation, for the purpose and according to the terms prescribed in said articles, and shall cause notice thereof to be published in some newspaper, if any there be printed in the county, or nearest to the place where said articles may be recorded, in which shall be set forth the substance of the articles, and (in case of the companies having a capital) the amount of capital, and value of shares.

10. Fees of clerk.—680. Every company incorporated by letters under articles of agreement, shall pay the clerk of the superior court a fee of two dollars for taking the probate and recording the articles of agreement, also the expense of publication, and one dollar for the certificate declaring its incorporation.

11. Contracts for over \$100 must be in writing.—683.

Every contract of every corporation, by which a liability may be incurred by the company exceeding one hundred dollars, shall be in writing, and either under the common seal of the corporation or signed by some officer of the company authorized thereto.

12. Execution of conveyances. What conveyances are void.—685. Any corporation may convey lands, and all other property which is transferable by deed, by deed of bargain and sale, or other proper deed, sealed with the common seal and signed by the president or presiding member or trustee, and two other members of the corporation, and attested by witnesses. But any conveyance of its property, whether absolutely or upon condition, in trust, or by way of mortgage executed by any corporation, shall be void and of no effect as to the creditors of said corporation, existing prior to, or at the time of the execution of said deed, and as to torts committed by such corporation, its agents or employes, prior to, or at the execution of said deed; *Provided*, Said creditors or persons injured or their representatives shall commence proceedings or actions to enforce their claims against said corporation within sixty days after the registration of said deed as required by law.

13. Powers and duties of the attorney general.—686. It shall be the duty of the attorney general to bring an action in the superior court of the county as in this code directed, to restrain by injunction, any corporation from assuming or exercising any franchise, or transacting any business not allowed by its charter; to restrain any person from exercising corporate franchises not granted; to bring directors, managers, and officers of a corporation, or the trustees of funds given for a public or charitable purpose to an account for the management and disposition of the property confided to their care; to remove such officers or trustees upon proof of gross misconduct; to secure, for the benefit of all interested, the property or funds aforesaid; to set aside and restrain improper alienations thereof, and generally to compel the faithful performance of duty, and prevent all malversation, speculation and waste. And in case of fraud by the president, directors, managers, or stockholders, in any corporation, the court shall render personally liable to creditors and others injured thereby such of the directors, and stockholders as may have been concerned in the fraud.

14. Limit of life, sixty years, except for debts.—687. No body corporate, hereafter to be established, shall exist for a longer term than sixty years, unless otherwise provided in the act creating the same; but in the case of a dissolution of a corporation by any judgment or decree, the debts due to, or from it, shall not be extinguished.

15. Failure to organize in two years forfeits charter.

—688. When any act shall have passed, or letters of agreement, as provided in this chapter, shall have been recorded, creating a body corporate, and the corporators, for two years, shall neglect or fail to organize the company, and carry into effect the intent of the act; or when organized, if they at any time for two years together shall cease to act, then such disuse of their corporate privileges and powers shall be deemed and taken as a forfeiture of the charter.

16. Excess of real estate must be disposed of.*—693.

All corporations (except railroad, mining, manufacturing corporations, and companies to supply the cities and towns of the State with water), which shall be seized in fee, or for a longer term than three lives in being, or possessed for a longer time than thirty years of any lands or tenements, exceeding three hundred acres in quantity, are required, within said time, to dispose of such excess.

17. How dissolved.—694. All corporations formed under this chapter may be dissolved by special proceeding, instituted by the company, or by any corporator, or by any judgment creditor, whose execution issued to the county in which the corporation has its only or principal place of business, shall be returned unsatisfied, or by the authority of the attorney general in the name of the State, for the causes hereinafter mentioned, to wit:

1. For any abuse of its powers to the injury of the public or of the corporators, or of its creditors or debtors;

2. For non-user of its powers for two years or more consecutively;

3. For insolvency manifested by the return of an execution unsatisfied upon a judgment against the company, docketed in the superior court of the county where it has its only or principal place of business.

4. Upon any conviction of the company of a criminal offence if such offence is persistent.

18. Service of summons and notice of dissolution.—

695. Upon any special proceedings for the dissolution of a corporation, the summons shall be served on the chief or other officer of the corporation authorized for that purpose as writs of summons are required to be in like cases, and shall be served

* See No. 5, Section 666, p. 377.

on the corporators, creditors, dealers and others interested in the affairs of the company, by publishing a copy thereof at least weekly for not less than three successive weeks in some newspaper printed in the county in which such corporation has its only or principal place of business, or if there be no such newspaper published, then by posting a copy of such summons at the door of the courthouse of such county, and publishing a copy thereof for the time and in the manner aforesaid in the newspaper published nearest the county seat of the county in which such corporation has its only or principal place of business, or in some newspaper published in the city of Raleigh; and such publication shall be deemed and held sufficient service on all the corporators, creditors of, or dealers with, such corporation, and all such corporators, creditors or dealers or other parties interested, may intervene in said proceedings and become parties thereto for themselves, or for others in like interest, under such rules as the court for the purpose of justice shall prescribe.

19. Chap. XVI. Applies to all corporations. — 701. This chapter, unless otherwise declared herein, or in the chapter entitled Railroads and Telegraphs, shall apply to all corporations, whether created by special act of assembly, by letters of agreement under this chapter, or by the chapter entitled Railroads and Telegraphs. . . .

CHAP. LIV. RELIGIOUS SOCIETIES.

20. Donations to religious societies to vest in them or their trustees. Real estate perpetually vested in church or in trustees. How mortgaged. — 3665. All glebes, lands, and tenements heretofore purchased, given, or devised for the support of any particular ministry, or mode of worship; and all churches and other houses built for the purpose of public worship; and all lands and donations of any kind of property or estate that have been or may be given, granted or devised to any church or religious denomination, religious society or congregation within the State for their respective use, shall be and remain forever to the use and occupancy of that church or denomination, society or congregation, for which the said glebes, lands, tenements, property and estate were so purchased, given, granted, or devised, or for which the said churches, chapels, or other houses of public worship were built; and the estate therein shall be deemed and held to be absolutely vested, as between

the parties thereto, in the trustees respectively of the said churches, denominations, societies and congregations, for their several use, according to the intent expressed in the conveyance, gift, grant or will; and in case there shall be no trustees, then in the said churches, denominations, societies and congregations, respectively, according to such intent; *Provided*, That such trustees may sell and convey or mortgage such land in fee simple, when directed to do so by such church congregation, society or denomination, or its committee, board or body having charge of its finances, and all such conveyances so made or heretofore made, or hereafter to be made, shall be effective to pass such law (land) in fee simple to the purchaser or purchasers, or to the mortgagee or mortgagors, for the purpose in such conveyances of mortgage expressed. (As amended by Act of March 11, 1889).

21. Houses of worship on vacant lands to belong to society erecting them.—3666. All houses and edifices, erected for public religious worship on vacant lands, or on lands of the State not for other purposes intended or appropriated, together with two acres adjoining the same, shall hereafter be held and kept sacred for divine worship, to and for the use of the society by which the same was originally established.

22. Religious societies and denominations may appoint trustees. Limit on real estate.—3667. The conference, synod, convention or other ecclesiastical body, representing any church or religious denomination within the State, as also the religious societies and congregations within the State, may from time to time and at any time, appoint in such manner as such body, society or congregation may deem proper, a suitable number of persons as trustees for such church, denomination, religious society, or congregation, who and their successors shall have power to receive donations, and to purchase, take and hold property, real and personal, in trust for such church or denomination, religious society or congregation; *Provided*, That besides such lands and lots as may be specially set apart and appropriated to divine worship, no church or denomination by virtue of this chapter shall have to their own use lands of a greater yearly value than six thousand dollars; and no single congregation or society, lands of a greater yearly value than four hundred dollars, and said lands shall be subject to taxation.

23. Trustees may be removed, and are accountable, etc.—3668. The body appointing may remove such trustees or any of them, and fill all vacancies caused by death or otherwise; and the said trustees and their successors may sue and be sued in all proper actions, for or on account of the donations or property so held or claimed by them, and for and on account of any matter relating thereto. And they shall be accountable to the said churches, denominations, societies and congregations for the use and management of said property, and shall surrender it to any person authorized to demand it.

[Act of March 7, 1891.]

24. All unincorporated churches made corporations.—1. All churches in this State of whatever name or order where public worship of Almighty God is now or may be held, be and the same are hereby incorporated.

25. Restriction on sale of liquor.—2. It shall be unlawful for any person or persons to erect any stand or place of business for the purpose of selling or offering for sale any spirituous liquor within two miles of any church in this State.

26. Penalty for violation.—3. Any person convicted of violating this act shall be deemed to be guilty of a misdemeanor, and shall be fined or imprisoned at the discretion of the court.

27. Act not to apply to incorporated churches, or outside of certain counties.—4. *Provided, however,* That this act does not extend to churches heretofore incorporated, or which may be incorporated by this general assembly outside of this act. . . . *Provided, further,* That this act shall only apply to churches in the counties of Harnett, Chatham, Haywood, Cumberland, Graham, Richmond and Pamlico, and to public schoolhouses and other institutions of learning in Davidson county.

NORTH DAKOTA.

CONSTITUTION.

[In effect, Nov. 2, 1889.]

ARTICLE VII.

1. General laws to be passed.—131. No charter of incorporation shall be granted, changed or amended by special law, except in the case of such municipal, charitable, educational, penal or reformatory corporations as may be under the control of the State; but the Legislative Assembly shall provide by general laws for the organization of all corporations hereafter to be created, and any such law, so passed, shall be subject to future repeal or alteration.

2. Cumulative voting permitted.—135. In all elections for directors or managers of a corporation, each member or shareholder may cast the whole number of his votes for one candidate, or distribute them upon two or more candidates, as he may prefer.

3. Can engage only in authorized business.—137. No corporation shall engage in any business other than that expressly authorized in its charter.

ARTICLE XX. SCHEDULE.

4. Territorial laws recognized.—2. All laws now in force in the Territory of Dakota, which are not repugnant to this Constitution, shall remain in force until they expire by their own limitations or be altered or repealed.

COMPILED LAWS, 1887.*

CHAP. III. CORPORATIONS.

ART. I. THE CREATION OF CORPORATIONS.

5. Must have corporate name.—2893. Every corporation must have a corporate name, which it has no power to

* See No. 4, p. 384, by which the Territorial laws were made the laws of the State.

change, unless expressly authorized by law; but the misnomer of a corporation in any written instrument does not invalidate the instrument; if it can be reasonably ascertained from it what corporation is intended.

6. Private corporations.—2896. Private corporations are formed for the purposes of religion, benevolence, education, art, literature, or profit, and all corporations not public are private.

7. Articles of incorporation. Officers.—2897. The instrument by which a private corporation is formed is called "articles of incorporation," or, "certificate of incorporation;" and one-third of the officers of such corporations shall be residents of this State.

8. Acceptance absolute.—2898. In order to constitute a private corporation, there must not only be a statutory grant of corporate authority, but an acceptance of that grant by a majority of the corporators or their agents. The acceptance cannot be conditional or qualified.

9. Acceptance, how proved.—2899. Except when otherwise expressly provided, the acceptance of a grant of corporate authority may be proved like any other fact.

10. Private corporations, for what purposes.—2900. Private corporations can be formed by the voluntary association of three or more persons, upon complying with the provisions of this chapter, for the following purposes, namely; . . . for colleges, seminaries, churches, libraries, benevolent, charitable and scientific associations; . . . *Provided, however,* That no insurance company shall be incorporated under the provisions of this act except by the voluntary association of seven or more persons.

11. Religious corporations may hold certain amount of real estate.—2901. No corporation for religious or charitable purposes shall acquire or hold real estate in this Territory,* during the existence of the Territorial government, of a greater value than fifty thousand dollars; and all real estate acquired or held by such corporations or associations contrary hereto, shall be forfeited and escheat to the United States; but existing vested rights in real estate shall not be impaired by the provisions of this section.

* See No. 4, p. 384.

12. Contents of articles of incorporation.—2902 Articles of incorporation must be prepared setting forth:

1. The name of the corporation.
2. The purpose for which it is formed.
3. The place where its principal business is to be transacted.
4. The term for which it is to exist.
5. The number of its directors or trustees, and the names and residences of such of them who are to serve until the election of such officers, and their qualifications.

13. One-third of incorporators must be residents.—2904. The articles of incorporation must be subscribed by three or more persons, one-third of whom must be residents of this Territory, and acknowledged by each before some officer authorized to take and certify acknowledgments of conveyances of real property.

14. Certificate to issue on filing articles of incorporation.—2905. Upon filing of the articles of incorporation with the secretary of the Territory, he shall issue to the corporation, over the great seal of the Territory, a certificate that the articles containing the required statement of facts have been filed in his office; and thereupon the persons signing the articles, and their associates and successors, shall be a body politic and corporate by the name and for the purposes stated in said articles.

15. Articles to be recorded.—2906. Upon the filing of any articles of incorporation, as in the last section is prescribed, the secretary of the Territory shall cause the same to be recorded in a book to be kept in his office for that purpose, to be called "the book of corporations," with the date of filing.

16. Copy of articles evidence.—2907. A copy of any articles of incorporation filed in pursuance of this chapter, and certified by the secretary of the Territory, must be received in all courts and other places as *prima facie* evidence of the facts therein stated, and of the existence of such corporation.

17. Not necessary to prove incorporation.—2908. In all civil actions brought by or against a corporation, it shall not be necessary to prove on the trial of the cause the existence of such corporation, unless the defendant shall in his answer expressly aver that the plaintiff or defendant is not a corporation.

18. Members.—2909. . . . If a corporation has no capital stock, the corporators and their successors are called members.

ART. III. CORPORATE POWERS.

19. Powers of corporations.—2919. Every corporation as such, has power:

1. To have succession by its corporate name, for the period limited; and when no period is limited, perpetually.

2. To sue and be sued; to complain and defend in any court.

3. To make and use a common seal, and alter the same at pleasure.

4. To purchase, hold, transfer and convey such real and personal property as the legitimate purposes of the corporation may require, not exceeding, in any case, any amount limited by law.

5. To appoint such subordinate officers and agents as the business of the corporation may require, and to allow them suitable compensation.

6. To make by-laws not inconsistent with the law of the land, for the management of its property, the regulation of its affairs, and for the transfer of its stock.

7. To admit stockholders or members, and to sell their stock or shares for the payment of assessments or installments.

8. To enter into any obligations or contracts essential to the transaction of its ordinary affairs, or for the purposes of the corporation.

In addition to the above enumerated powers, and to those expressly given in any other statute under which it is incorporated, no corporation shall possess or exercise any corporate powers, except such as are necessary to the exercise of the powers enumerated and given.

20. By-laws, adopted by whom.—2920. Every corporation formed under this chapter must, within one month after filing articles of incorporation, adopt a code of by-laws for its government not inconsistent with the laws of the United States or of this Territory. The assent of . . . a majority of the members, if there be no capital stock, is necessary to adopt by-laws, if they are adopted at a meeting called for that purpose; and in the event of such meeting being called, two weeks' notice of the same, by advertisement in some newspaper

published in the county in which the principal place of business of the corporation is located, or if none is published therein, then in a paper published in an adjoining county, must be given by order of the acting president.

The written assent . . . of two-thirds of the members if there be no capital stock, shall be effectual to adopt a code of by-laws without a meeting for that purpose.

21. What the by-laws may provide.—2921. A corporation may, by its by-laws, where no other provision is specially made, provide:

1. The time, place and manner of calling and conducting its meetings.

2. The number of stockholders or members constituting a quorum.

3. The mode of voting by proxy.

4. The time of the annual election for directors, and the mode and manner of giving notice thereof.

5. The compensation and duties of officers.

6. The manner of election and the tenure of office of all officers other than the directors; and,

7. Suitable penalties for violations of by-laws, not exceeding, in any case, one hundred dollars for any one offense.

22. By-laws must be certified and recorded. Repeal of by-laws.—2922. All by-laws adopted must be certified by a majority of the directors and secretary of the corporation, and copied in a legible hand in some book kept in the office of the corporation, to be known as the "book of by-laws," and no by-law shall take effect until so copied, and the book shall then be open to the inspection of the public during office hours of each day except holidays. The by-laws may be repealed or amended, or new by-laws may be adopted at the annual meeting, or at any other meeting of the stockholders or members, called for that purpose by the directors, by a vote representing two-thirds of the subscribed stock, or by two-thirds of the members; or the power to repeal or amend the by-laws and to adopt new by-laws may, by a similar vote at any such meeting, be delegated to the board of directors.

The power, when delegated, may be revoked by a similar vote at any regular meeting of the stockholders or members.

Whenever any amendment or new by-law is adopted it shall be copied in the book of the by-laws with the original by-laws, and immediately after them, and shall not take effect

until so copied. If any by-law be repealed, the fact of repeal with the date of the meeting at which the repeal was enacted, shall be stated in the said book, and until so stated, the repeal shall not take effect.

23. Annual election of directors.—2923. The directors of a corporation must be elected annually by the stockholders or members, and if no provision is made in the by-laws for the time of election the election must be held on the first Tuesday in June. Notice of such election must be given, and the right to vote determined, as provided in section 2920.

24. Election to be at first meeting.—2924. At the first meeting at which by-laws are adopted, or at such subsequent meeting as may be then designated, directors must be elected to hold their offices for one year, and until their successors are elected and qualified.

25. Election by ballot.—2925. All elections of directors must be by ballot, and a vote of . . . a majority of the members, is necessary to a choice. . . .

26. Number of directors and their powers.—2926. The corporate powers, business and property of all corporations formed under this chapter must be exercised, conducted and controlled by a board of not less than three nor more than eleven directors, to be elected from among the holders of stock; or where there is no capital stock, then from the members of such corporation.

Directors of corporations for profit must be holders of stock therein to an amount to be fixed by the by-laws of the corporation. Directors in all other corporations must be members thereof. Unless a quorum is present and acting, no business performed or act done is valid as against the corporation. Whenever a vacancy occurs in the office of director, unless the by-laws of the corporation otherwise provide, such vacancy must be filled by an appointee of the board.

27. Directors to organize and elect officers.—2927. Immediately after their election, the directors must organize by the election of a president, who must be one of their number, a secretary and treasurer.

They must perform the duties enjoined on them by law and the by-laws of the corporation. A majority of the directors is a sufficient number to form a board for the transaction

of business, and every decision of a majority of the directors forming such board, made when duly assembled, is valid as a corporate act.

28. Removal of directors.—2930. No director shall be removed from office, unless by a vote of two-thirds of the members, . . . at a general meeting held after notice of the time and place, and of the intention to propose such removal. Meetings . . . may be called for this purpose by the president, or by a majority of the directors, or by members or stockholders holding at least one-half of the votes.

Such calls must be in writing and addressed to the secretary, who must thereupon give notice of the time, place, and object of the meeting, and by whose order it was called. If the secretary refuse to give the notice, or if there is none, the call may be addressed directly to the members or stockholders, and be served as a notice, in which case it must specify the time and place of meeting. The notice must be given in the manner provided in section 2920,* unless other express provision has been made therefor in the by-laws. In case of removal, the vacancy may be filled by election at the same meeting.

29. Quorum of stockholders. Proxies.—2931. At all elections or votes had for any purpose, there must be a majority . . . of the members, represented either in person or by proxy, in writing.

Every person acting therein, in person, or by proxy, or representative, must be a member thereof. . . . Any vote or election had other than in accordance with the provisions of this article is voidable at the instance of absent stockholders or members, and may be set aside by petition to the district court of the county where the same was held.

Any regular or called meeting of the stockholders or members may adjourn from day to day, or from time to time, if for any reason there is not present a majority of the subscribed stock or members, or no election or majority vote had, such adjournment and the reasons therefor being recorded in the journal of proceedings of the board of directors.

30. Election failing. Place of meeting.—2932. 1. If from any cause an election does not take place on the day appointed in the by-laws, it may be held on any day thereafter as is provided for in such by-laws, or to which such election may

*See No. 20, p. 387.

be adjourned or ordered by the directors. If an election has not been held at the appointed time, and no adjourned or other meeting for the purpose has been ordered by the directors, a meeting may be called by the stockholders, as provided in section 2930.*

2. Upon the application of any person or body corporate aggrieved by any election held by any corporate body, or any proceedings thereof, the district judge in the district in which such election is held must proceed forthwith summarily to hear the allegations and proofs of the parties, or otherwise inquire into the matters of complaint, and thereupon confirm the election, order a new one, or direct such other relief in the premises as accords with right and justice. Before any proceedings are had under this section, five days' notice thereof must be given to the adverse party, or to those to be affected thereby.

4. When no provision is made in the by-laws for regular meetings of the directors and the mode of calling special meetings, all meetings must be called by special notice in writing, to be given to each director by the secretary, on the order of the president, or if there be none, on the order of two directors.

5. Whenever, from any cause, there is no person authorized to call or to preside at a meeting of a corporation, any justice of the peace of the county where such corporation is established, may, on written application of three or more of the stockholders or of the members thereof, issue a warrant to one of the stockholders or members, directing him to call a meeting of the corporation, by giving the notice required, and the justice may in the same warrant direct such person to preside at such meeting until a clerk is chosen and qualified, if there is no other officer present legally authorized to preside thereat.

31. Uncalled meetings valid, when.—2934. When all the stockholders or members of a corporation are present at any meeting, however called or notified, and sign a written consent thereto on the record of such meeting, the doings of such meeting are as valid as if had at a meeting legally called and noticed.

The stockholders or members of such corporation, when so assembled, may elect officers to fill all vacancies then existing, and may act upon such other business as might lawfully be transacted at regular meetings of the corporation.

* See No. 28, p. 390.

ART. V. DISSOLUTION OF CORPORATIONS.

32. When corporation is dissolved.—2938. A corporation is dissolved:

1. By the expiration of the time limited by its articles of incorporation.

2. Its involuntary dissolution is provided for in chap. XXV^I* of the code of civil procedure.

3. If voluntary, its dissolution may be effected in the following manner:

1. A corporation may be dissolved by the district court of the county where its office or principal place of business is situated, upon its voluntary application for that purpose.

2. The application must be in writing, and must set forth: That at a meeting of the stockholders or members called for that purpose, a dissolution of the corporation was resolved upon by a two-thirds vote of all the stockholders or members; and that all claims and demands against the corporation have been satisfied and discharged.

3. The application must be signed by a majority of the board of directors, trustees, or other officers having the management of the affairs of the corporation, and must be verified in the same manner as a complaint in a civil action.

4. If the court is satisfied that the application is in conformity with this article, it must order the application to be filed, and that the clerk give not less than thirty nor more than fifty days' notice of the application, by publication in some newspaper published in the county, and if there are none such, then by advertisement posted up in five of the principal public places in the county.

5. At any time before the expiration of the time of publication any person may file his objections to the application.

6. After the time of publication has expired, the court may, upon five days' notice to the persons who have filed objections, or without further notice, if no objections have been filed, proceed to hear and determine the application; and if all the statements therein made are shown to be true, the court must declare the corporation dissolved.

7. The application, notices and proof of publication, objections (if any) and declaration of dissolution, constitute the judgment roll, and from the judgment an appeal may be taken in the same manner as in other actions.

* See No. 48, p. 396.

33. Failure to organize dissolves.—2939. If a corporation does not organize and commence the transaction of business, or the construction of its works, within one year from the date of its incorporation, its corporate powers cease.

34. Directors to be trustees.—2940. Unless other persons are appointed by the court, the directors or managers of the affairs of such corporation at the time of its dissolution are trustees of the creditors and stockholders or members of the corporation dissolved, and have full power to settle the affairs of the corporation, and to collect and pay debts and divide among the stockholders the property which remains after the payment of debts and necessary expenses; and for such purposes may maintain or defend actions in their own names by the style of the trustees of such corporation dissolved, naming it; and no action whereto any such corporation is a party shall abate by reason of such dissolution.

35. Trustees' liability.—2941. The trustees mentioned in the preceding section are jointly and severally responsible to the creditors, stockholders and members of the corporation, to the extent of its property in their hands.

36. How revived.—2942. A corporation once dissolved can be revived only by the same power by which it could be created.

ART. XIV. RELIGIOUS, EDUCATIONAL AND BENEVOLENT CORPORATIONS.

GENERAL PROVISIONS.

37. Number of trustees.—3136. Persons associated together for religious, educational, benevolent, charitable or scientific purposes may elect trustees or directors, not less than three nor more than eleven, and may incorporate themselves as generally provided for in this chapter.

38. What articles of incorporation must include.—3137. In addition to the requirements of section 2902,* the articles of incorporation of any such association must set forth the holding of the election for trustees or directors, the time and place the same was held, that a majority of the members of such association were present and voted at such election,

* See No. 12, p. 386.

and the result thereof; which facts must be verified by the officers conducting the election.

39. Amount of property limited.—3138. All such corporations may hold all the property of the association owned prior to incorporation, as well as that acquired thereafter in any manner, and transact all business relative thereto; but no such corporation may own or hold more real property than may be reasonably necessary for the business and objects of the association; and no such corporation for religious or charitable purposes shall acquire or hold real property of a greater value than fifty thousand dollars.

40. Must make annual report.—3139. The trustees or directors of all such corporations must annually make a full report of all their property, real and personal, including property held in trust by them, and of the condition thereof, and of all their affairs, to the members of the corporation for which they are acting.

41. May sell or mortgage property.—3140. Corporations of the character mentioned in this article may sell, exchange or mortgage any or all property held or owned by them in the manner determined by such corporations.

42. By-laws.—3141. Such corporations may, in their by-laws or articles of incorporation, in addition to the provisions of section 2902 and 2921,* provide for:

1. The qualification of members, mode of election, and terms of admission to membership.
2. The fees of admission, and dues to be paid to their treasury by members.
3. The expulsion and suspension of members for misconduct or non-payment of dues; also for restoration to membership.
4. Contracting, securing, paying and limiting the amount of their indebtedness.
5. Other regulations not repugnant to the law of the land, and consonant with the objects of the corporation.

43. Subsequent members to have equal rights.—3142. Members admitted after incorporation have all the rights and privileges, and are subject to the same responsibilities, as members of the association prior thereto.

*See Nos. 12 and 21, pp. 386, 388.

44. Membership rights personal.—3143. No member, or his legal representative, must dispose of or transfer any right or privilege conferred on him by reason of his membership of such corporation, or be deprived thereof, except as herein provided.

RELIGIOUS CORPORATIONS.

45. Trustees of religious corporation.—3144. The board of trustees, or other officers of any religious corporation, may be chosen at such times and in such manner as may be in conformity to the rules, usage or general discipline of such church.

46. Members of any church may form corporation by alternative method.—3145. The members of any church or religious society, not less than three, who by its rules, usage and general discipline, or otherwise, do not desire to organize and become incorporated under the foregoing provisions of the civil code, may organize and become corporate, capable of suing and being sued, holding, purchasing and receiving title to real estate and other property by devise, gift, grant or other conveyance, with power to mortgage, sell or convey the same, or any part, parcel or portion thereof, by adopting and signing articles containing:

1. The name of the church, society, association or corporation, its general purpose and plan of operation and its place of location.

2. The terms of admission and qualifications of membership, and the selection of officers, and the filling of vacancies, and the manner in which the same is to be governed and managed. Such articles shall be recorded in the office of the secretary of the Territory, and also in the office of the register of deeds of the county in which such church, society, association or corporation is located; and thereupon such church, society, association or corporation shall have all the powers hereinbefore provided, and may adopt and establish by-laws and make all rules and regulations deemed necessary and expedient for the management of its affairs in accordance with law.

47. Title vests in successors, in trust.—3146. All grants or deeds from private individuals, or acts of legislative bodies, transferring, conveying or granting real estate in this Territory to any bishop, dean, rector, vestryman, deacon, director, minister or any other officer or officers of any church

or organized religious society in trust for the use and benefit of such society of which they are such officer or officers, which have been or may be made, done or executed, shall vest in their successor or successors in office, or other officer which such society may at any time designate, all the legal or other title, to the same extent and in all respects the same, as trustee of such trust, for the use and benefit of such society, which such bishop, dean, rector, vestryman, deacon, director, minister or other officer or officers, had under such grant, deed or act; and all transfers or sales made by such officer or officers so acquiring title by virtue of this act by succession in office shall have all the validity, force and effect that it would have had had it been made by such bishop, dean, rector, vestryman, deacon, director, minister or other officer or officers, while holding under and by virtue of such grant, deed or act of such legislative body.

CHAP. XXVI. ACTIONS IN PLACE OF SCIRE FACIAS,
QUO WARRANTO, ETC.*

48. District attorney may bring action for vacating charter.—5346. An action may be brought by any district attorney in the name of the Territory (State), on leave granted by the district court, or judge thereof, for the purpose of vacating the charter or the articles of incorporation, or for annulling the existence of a corporation other than municipal, whenever such corporation shall:

1. Offend against any of the laws creating, altering or renewing such corporation; or,
2. Violating the provisions of any law, by which such corporation shall have forfeited its charter or articles of incorporation, by abuse of its power; or,
3. Whenever it shall have forfeited its privileges or franchises by failure to exercise its powers; or,
4. Whenever it shall have done or omitted any act which amounts to a surrender of its corporate rights, privileges and franchises; or,
5. Whenever it shall exercise a franchise or privilege not conferred upon it by law.

And it shall be the duty of any district attorney, whenever he shall have reason to believe that any of these acts or omis-

*Sec. 5345 provides for civil action in place of *scire facias*, *quo warranto*, etc.

Secs. 5357-60 refer to judgments against corporation, costs, closing up corporate affairs, etc.

sions can be established by proof, to apply for leave, and upon leave granted to bring the action, in every case of public interest, and also in every other case in which satisfactory security shall be given to indemnify the Territory (State) against the costs and expenses to be incurred thereby.

TRANSFER OF CORPORATE INTERESTS IN REAL ESTATE.

[Act of Feb. 27, 1893.]

49. Officers may be empowered to execute conveyances.—1. That any foreign or domestic corporation may, in its by-laws, empower any one or more of its officers, severally or conjointly, to execute and acknowledge in its behalf conveyances, transfers, assignments, releases, satisfactions, or other instruments affecting liens upon, titles to, or interests in real estate.

50. What officers may act.—2. In the absence of any by-laws, the president or secretary of any corporation, and the president, secretary, treasurer or cashier of any loan, trust or banking corporation, may execute and acknowledge such instruments, when authorized by resolution of the board of directors.

CHANGE OF ARTICLES OF INCORPORATION.

[Act of March 6, 1893.]

51. How effected.—Any private corporation created or existing, or which may hereafter be created under the laws of the State of North Dakota, may amend or change its articles of incorporation at a meeting called for that purpose by the directors, as follows:

1. Notice of the time and place of meeting must be personally served upon each stockholder at his place of residence, if known, and if not known, at the place where the principal office of the corporation is situated, and be published in a newspaper published in the county of such principal office once a week for four weeks consecutively, immediately prior to the time of holding such meeting.

2. At least two-thirds of the entire capital stock must be represented by a vote in favor of the amendment or change in the articles of incorporation.

3. A certificate must be signed by the chairman and secretary of the meeting and a majority of the directors, showing a

compliance with the requirements of this act; and the articles to be amended or changed; the amount of stock or the number of members represented at the meeting and the vote by which the object was accomplished.

4. The certificate must be filed in the office of the secretary of State, there in to be recorded in the "Book of Corporations," and thereupon the articles so amended shall be so amended.

5. The written assent of the holders of three-fourths of the capital stock or members shall be as effectual to authorize the change or amendment of the articles of incorporation as if a meeting of the stockholders, as prescribed by this act, was called and held, and upon such written assent the directors may proceed to make the certificate to the secretary of State, as herein provided.

CHANGE OF CORPORATE NAME.

[Act of March 6, 1893.]

52. How effected.—1. Every private corporation created and existing, or which may hereafter be created under and by virtue of the laws of the Territory of Dakota or the State of North Dakota may change its name at a meeting called for that purpose by its president or a majority of its directors, as follows:

1. Notice of the time and place of meeting, stating its object, must be personally served upon each stockholder or member at his place of residence, if known, and if not known, at the place where the principal office of the corporation is situated, or published in a newspaper published in the county of such principal place of business once a week for four weeks consecutively, immediately prior to the time of such meeting.

2. At least two-thirds of the entire capital stock must be represented by the vote in favor of the change of name.

3. A certificate must be signed by the chairman and secretary of the meeting and its president and secretary, showing a compliance with the requirements of this act, the name adopted as the new name of such corporation, the amount of stock or the number of the members represented at the meeting and the vote by which the change of name was accomplished.

4. The certificate must be filed in the office of the secretary of State, there to be recorded in the book of corporations, and thereupon the name of such corporation will be so changed.

5. The written assent of the holders of two-thirds of the subscribed capital stock shall be as effectual to authorize the change of name as if a meeting were called and held, and upon such written assent the president and secretary may proceed to make the certificate herein provided for.

PLACE OF MEETING OF DIRECTORS.

[Act of Mar. 23, 1895.]

53. Directors may meet within or without the State.
—The meetings of the boards of directors of any private corporation created and existing or which may hereafter be created under the laws of the Territory of Dakota, now State of North Dakota, having one or more directors, resident in this State, or having duly appointed an agent resident in this State upon whom service may be made, may be held at any place mentioned and provided in its by-laws either within or without the State.

OHIO.

CONSTITUTION.

[In effect, July, 1851.]

ART. I. BILL OF RIGHTS.

1. The law to protect denominations in their rights.

—7. . . . Religion, morality and knowledge, being essential to good government, it shall be the duty of the General Assembly to pass suitable laws to protect every religious denomination in the peaceable enjoyment of its own mode of public worship, and to encourage schools and the means of instruction.

ART. XIII.

2. Special acts not to be passed.—1. The General Assembly shall pass no special act conferring corporate powers.

3. Corporations to be formed under general laws.—

2. Corporations may be formed under general laws, but all such laws may, from time to time, be altered or repealed.

REVISED STATUTES, 1890. SUPPLEMENT, 1892.

[With amendments to 1894.]

VOL. I. TITLE II. CORPORATIONS.

CHAP. I. CREATION OF CORPORATIONS AND GENERAL PROVISIONS.

4. What laws shall govern corporations.—3232.

Corporations created before the adoption of the present constitution, and which have not, by election or some other act, come to be governed by laws since passed, shall be governed and controlled by the laws then in force, and the valid modifications thereof since or herein enacted; and other corporations, now

existing or heretofore created, shall be governed and controlled by the provisions of this title.

5. Existing corporations may accept provisions.—3233. A corporation created before the adoption of the present constitution, and now actually doing business, may accept any of the provisions of this title, and when a certified copy of such acceptance is filed with the secretary of state, so much of its charter as is inconsistent with the provisions of this title is hereby repealed.

6. Prior corporations acting under this law subject thereto.—3234. Corporations created before the adoption of the present constitution, which take any action under or in pursuance of this title, shall thereby and thereafter be deemed to have consented, and shall be held to be a corporation, and to have and exercise all and singular its franchises under the present constitution and the laws passed in pursuance thereof, and not otherwise; provided, that any fire insurance company . . . shall not be affected.

7. Purposes for which formed.—3235. Corporations may be formed in the manner provided in this chapter for any purpose for which individuals may lawfully associate themselves, except for dealing in real estate, or carrying on professional business; and if the corporation is for profit, it must have a capital stock.

8. Contents articles of incorporation. Place of business.—3236. Any number of persons, not less than five, a majority of whom are citizens of this State, desiring to become incorporated, shall subscribe and acknowledge, before an officer authorized to take acknowledgments of deeds, articles of incorporation, the form of which shall be prescribed by the secretary of state, which must contain:

1. The name of the corporation, which shall begin with the word "The," and end with the word "Company," unless the organization is not for profit.

2. The place where it is to be located, or where its principal business is to be transacted.

3. The purpose for which it is formed.

4. The amount of its capital stock, if it is to have capital stock, and the number of shares into which the stock is divided.

5. Provided, any association of five or more persons, who are residents of the State of Ohio, and who are associated, not

for profit, and as the principal or ruling organization over subordinate organizations, associated, not for profit, and having a definite location or place of business in the State of Ohio, may be incorporated, having its location or principal place of business in the State of Ohio, and without naming, in its articles of incorporation, a permanent place where it is to be located, or where its principal business is to be transacted. But such association must name, in its articles of incorporation, the place where it is to be located, or where its principal business is to be transacted, at the time of its incorporation, with the name and place of residence of its then principal officers. And when such association changes its place where located, or the place where its principal business is transacted, it shall be the duty of its principal officer, under its seal, if it has one, countersigned by the officer acting as secretary of such association, to certify to the secretary of state of Ohio, the place then selected by such association, as its location, or where its principal business is to be transacted, with the names of its principal officers, and their places of residence, which certificate the secretary of state shall record, for public use in the records of his office. (As amended, April 10, 1889.)

9. Articles must be certified and filed.—3238. The official character of the officer before whom the acknowledgment of articles of incorporation is made shall be certified by the clerk of the court of common pleas of the county in which the acknowledgment is taken, and the articles shall be filed in the office of the secretary of state, who shall record the same, and a copy duly certified by him shall be *prima facie* evidence of the existence of such corporation; and all certificates thereafter filed in the office of the secretary of state relating to the corporation shall be recorded.

10. Changes in articles, how made.—3238a. Any corporation incorporated under the General Incorporation Laws of the State, may, at any meeting of its members or stockholders, of which, and of the business to come before said meeting thirty days' notice has been given by a majority of the directors or trustees of said corporation in a newspaper published and of general circulation in the county where the principal place of business of said corporation is located, by a vote of the owners of at least three-fifths of its capital stock then subscribed, in the case of corporations having a capital stock, or by a vote of at least three-fifths of its members of corporations having no

capital stock, amend its articles of incorporation so as to change its corporate name; or the place where it is to be located, or where its principal business is to be transacted; or so as to modify, enlarge, or diminish the objects or purposes for which it is formed; or so as to add thereto anything omitted from, or which might lawfully have been provided for, in such articles originally; *Provided, however,* That nothing in this supplementary section contained shall authorize a corporation, by amendment, to increase or diminish the amount of its capital stock; nor shall any corporation, by amendment, change substantially the original purpose of its organization. When adopted, a copy of such amendment, with a certificate thereto affixed, signed by the president and secretary of the corporation, and sealed with the corporate seal, if any there be, stating the fact and date of the adoption of such amendment, and that such copy is a true copy of the original, shall be recorded in the office of the secretary of state, who shall note on the margin of the record of the original articles of incorporation of said corporation, and on the margin of the index thereto, the volume and page where such amendment is recorded; and no such amendment shall take effect until filed for record with the secretary of state as herein provided, and until the secretary of the corporation shall have given notice, for three consecutive weeks, in some newspaper of general circulation in the county where the principal office of the corporation is situated, of such amendment; *Provided, however,* That any or all of the notices required by this section may be waived whenever the holders of all of the capital stock of a corporation having a capital stock, or all the members of a corporation having no capital stock, consent thereto in writing. But no corporation shall change its name to one already appropriated, or to one likely to mislead the public; nor shall any corporation, by amendment, provide for a purpose which is unlawful. For recording such amendments and for furnishing a certified copy, the secretary of state shall receive a fee of twenty cents a hundred words, to be in no case less than five dollars. [Passed, May 18, 1886.]

11. **Filing incorporates. Powers.**—3239. Upon such filing of the articles of incorporation, the persons who subscribed the same, their associates, successors, and assigns, by the name and style provided therein, shall thereafter be deemed a body corporate, with succession, and power to sue and be

sued, contract and be contracted with, acquire and convey at pleasure all such real and personal estate as may be necessary and convenient to carry into effect the objects of the incorporation, to make and use a common seal, the same to alter at pleasure, and to do all needful acts to carry into effect the objects for which it was created.

12. Election of trustees. Number and term of office.—3240. A majority of the subscribers of the articles of incorporation of a corporation formed for a purpose other than profit, may elect not less than five trustees of the corporation, who shall hold their offices till the next annual election, or until their successors are elected and qualified; but in the case of religious corporations and institutions incorporated for the purpose of promoting education, science or art, the regulations of such corporations may provide for the length of time said trustees shall hold their offices, the term thereof not to exceed in number of years the number of such trustees. . . . (As amended, April 6, 1888.)

13. Membership, how secured.—3241. The subscribers of such articles of incorporation shall cause the same to be copied into a book which they shall provide, and which shall be the property of the corporation; and a person having the qualifications prescribed by the corporation, may become a member by subscribing his name to such copy; *Provided*, That when the incorporators of a corporation, now or hereafter formed, are, or shall be members of a church, religious, secret or benevolent society, and have signed or shall sign articles for the purpose of enabling such church, religious, secret or benevolent society, to become incorporated, any person who is or shall become a member of such church, religious, secret or benevolent society, in good standing, shall, by virtue of such membership, be a member of such corporation, and entitled to vote at all meetings of such corporation, for the election of officers or other purpose, anything in the preceding section to the contrary notwithstanding. (As amended, Mar. 16, 1887.)

14. Annual and special elections for trustees.—3246. Unless the regulations of the corporation otherwise provide, an annual election for trustees or directors shall be held on the first Monday in January of each year; if trustees or directors are, for any cause, not elected at the annual meeting, or other meeting called for that purpose, they may be chosen at a mem-

bers' or stockholders' meeting, at which all the members or stockholders are present in person or by proxies, or at a meeting called by the trustees or directors, or any two members or stockholders, notice of which has been given, in writing, to each stockholder, or by publication in some newspaper printed in the county where the corporation is situate, or has its principal office, for ten days; and trustees and directors shall continue in office until their successors are elected and qualified.

15. Oath of trustees. Officers. Majority a quorum.—3247. Each trustee and director shall, before entering upon his duties, take an oath faithfully to discharge the same; the trustees or directors chosen at any election shall, as soon thereafter as may be convenient, choose one of their number to be president, and, unless the regulations otherwise provide for the election of such officers, shall appoint a secretary and treasurer of the corporation; and a majority of the trustees or directors shall form a board.

16. Powers to be exercised by trustees who are members. Vacancies.—3248. The corporate powers, business, and property of corporations formed under this title must be exercised, conducted, and controlled . . . where there is no capital stock, by the board of trustees; a majority of the directors must be citizens of the State, . . . and trustees of corporations must be members thereof; and whenever the office of director or trustee becomes vacant, the board of directors or trustees may fill the same for the unexpired term by appointment, unless the by-laws otherwise provide: . . .

17. Regulations of corporation.—3249. Every corporation may adopt a code of regulations for its government, not inconsistent with the constitution and laws of the State.

18. By-laws of trustees.—3250. The trustees or directors of a corporation may adopt a code of by-laws for their government, not inconsistent with the regulations of the corporation, or the constitution and laws of the State, and may change the same at pleasure.

19. Regulations, how adopted or changed.—3251. Regulations may be adopted or changed by the assent thereto, in writing, of two-thirds of the stockholders, or, if there is no capital stock, of the members, or by a majority of the stockholders or members, at a meeting held for that purpose, notice

of which has been given by the acting president personally to each member or stockholder, or by publication in some newspaper of general circulation in the county in which the corporation is located, or in the counties through which its improvement does or will pass.

20. Regulations, contents of.—3252. A corporation, by its regulations, when no other provision is specially made in this title, may provide for—

1. The time, place, and manner of calling and conducting its meetings.

2. The number of stockholders or members constituting a quorum.

3. The time of the annual election for trustees or directors, and the mode and manner of giving notice thereof.

4. The duties and compensation of officers.

5. The manner of election, or appointment, and the tenure of office, of all officers other than the trustees or directors.

6. The qualification of members, when the corporation is not for profit.

21. Trustees personally liable for all debts.—3261. The trustees of a corporation created for a purpose other than profit, shall be personally liable for all debts of the corporation by them contracted.

22. Property to be used only for purpose of incorporation.—3266. No corporation shall employ its stocks, means, assets, or other property, directly or indirectly, for any other purpose whatever than to accomplish the legitimate objects of its creation.

CHAP. XV. RELIGIOUS AND OTHER SOCIETIES.

23. Language of service, change in.—3772. Any religious society incorporated under a general or special law of this State, and which act of incorporation prescribes that the public religious services of such society shall be conducted in any other than the English language, may, (at) any time, by a vote of a majority of its adult members, in good and regular standing, who speak such prescribed language, decide whether its public religious services may, at any time, be conducted in any other than such prescribed language.

24. Sale of cemetery grounds in cities, etc.—3773. When a religious corporation or society holds any lands within

the limits of any city or village which has been used as a cemetery, and interments in which have been prohibited by the ordinances of such municipal corporation, the trustees, wardens, vestry, or other officers intrusted with the management of the property of such corporation or society, may file a petition in the court of common pleas of the county where such property is situate,* for an order to sell the same; and if it be made to appear to such judge that such cemetery is as above described, he may order the same to be sold, and direct the application of the moneys arising therefrom to such uses of such corporation, or society, for pious or educational purposes, as the trustees, wardens, vestry or other officers conceive to be most for the interest of the corporation or society to which the cemetery so sold belonged; but such sale shall not be made until the rights of persons owning burial privileges in the property are relinquished and the bodies interred therein are removed to other cemeteries.

25. Trustees, order to sell property.—3774. When the title of any real estate is vested in trustees for the use of churches, or congregations of churches, and, owing to the peculiar situation of such real estate, or the nature of the trust or conditions upon which it is held, it has not been for twenty years claimed by or appropriated to the use of churches or congregations, as originally contemplated, and such trustees are in doubt as to what disposition to make of such unappropriated church property, and when any public church-site and meeting house has been abandoned by the public as a place of worship, and the trustees invested with the title of such property have sold the same, and are in doubt as to what disposition to make of the proceeds thereof, such trustees may file a petition in the court of common pleas of the county where the property is situate, setting forth all the facts in the case, and asking the direction of the court as to the proper disposition of such unappropriated property or proceeds.

26. Notice of sale.—3775. Notice of the filing of such petition shall be given by publication in some newspaper printed and of general circulation in the county where it is filed, for four consecutive weeks, setting forth the object and prayer thereof, and that any person, church, or congregation, claiming an interest in the subject matter of such petition, may appear

* See Revised Statutes, Vol. i, p. 947, for amendment which specifies the method of procedure.

and file an answer therein; and the court, on final hearing of the case, shall make such order or decree therein as will best secure the rights of the churches or congregations, or person having an interest therein, and as will best promote the interests of religion, having regard, as near as may be, to the nature and terms of the original trust or purpose with which such property or proceeds is charged, and shall tax the costs of the proceeding as justice and equity require.

27. Conveyance of church sites to congregations. Judgments enforceable.—3776. When any real estate has been purchased by or conveyed to trustees for the use of churches and congregations, as sites for meeting-houses to be erected thereon, and such churches or congregations have erected houses of worship thereon, but no power is possessed by such trustees to convey such real estate to such congregations or to the trustees thereof, such trustees may convey such improved sites to the trustees of such congregations; *Provided, however,* That where an incorporated religious congregation, society, association, sect, or denomination use or occupy as and for a place of worship, real estate which is held in trust for such religious congregation, society, association, sect or denomination, or the members thereof, as and for a place of worship, and a judgment has been, or may be, recovered against such incorporation, the said real estate, together with such edifice and improvements thereon, shall, by a civil action for that purpose, be subjected to the payment of such judgment and costs.

28. Consolidation of churches and denominations, how effected.—3777. When two or more religious societies, churches, or associations, recognizing the same ecclesiastical jurisdiction, form of faith, government, order, and discipline, and incorporated by or under any law of this State, desire to be consolidated or united as a single corporation, the elders, trustees, deacons, directors, or other known and legal representatives of such societies, churches, or associations, may enter into an agreement for such union or consolidation, and prescribe the terms and conditions thereof, the corporate name of such united society, church or association, the time and place for the first meeting of the new corporation, the number of members of each separate branch or organization who shall be chosen as directors, trustees, elders, or other officers for the new corporation, to succeed to the rights, trusts, duties and obligations of those officers who, in the separate organizations, held in trust

the estate, real and personal, of such separate churches, societies, or associations, with such other estates as they may deem necessary to complete the new corporation; but an agreement so made shall not be valid until it has been submitted to a separate meeting of the members of each organization, of which due and full notice has been given, according to the form and usage of calling church, congregation or society meetings, and ratified by a two-thirds vote of all present at such meeting, in person or by proxy, and entitled to vote according to the laws, regulations, or usages of such church, society or corporation.

29. Record of proceedings in consolidation.—3778. When the agreement has been ratified by each church, society, or association, which is a party to the proposed united organization, the clerk or secretary of each meeting shall certify the record of the proceedings thereof, and deliver the same to the clerk or secretary of the united churches, societies, or organizations, as hereinbefore provided, and as specified in the terms of agreement.

30. Articles for united corporations.—3779. If, at the first meeting of the united corporations, the proceedings and acts of the several churches, societies, and parties thereto are submitted to and approved by the meeting, and a board of trustees, directors or other officers are chosen in accordance with the terms of agreement, the clerk or secretary of the meeting shall certify such approved agreement or terms of union, and file the same in the office of the secretary of state, whereupon the several churches, societies, or associations, parties thereto, shall be deemed and taken to be one corporation, possessing within this State all the rights, privileges, and franchises, and subject to all the restrictions, disabilities, and duties, of such new corporation.

31. Property passes to new corporation.—3780. The new corporation, with its officers and chosen representatives, shall succeed to, and be invested with, all and singular, the right, title, and interest in and to every species of property, real, personal, or mixed, and all and singular the rights, privileges, and franchises of each of the churches, societies, or associations parties to the agreement, without any other act, conveyance or transfer; and such new corporation shall hold and enjoy the same, with all the rights pertaining to such property, franchises, and trusts, and shall be subject to all the

debts, liabilities, and obligations, in the same manner and to the same extent as any or either of the churches or societies parties to the new corporation.

32. Transfer of property after union.—3781. When any two or more religious societies, denominations, or ecclesiastical corporations in this State hereafter unanimously form a union, or which have heretofore unanimously formed a union, and become united or consolidated under and by virtue of any rules and regulations of such societies, denominations, or corporations, or laws of this State, the trustees, deacons, directors, or other proper officers of such new society, denomination, or corporation may, at the request of a majority of the members of either of such societies, denominations, or corporations, petition the court of common pleas of the proper county, setting forth the fact of such union, and the court may, in its discretion, make an order requiring such officers, at the time of such union, to convey to such new organization the real estate owned and held by the parties to the union, as the court may direct; and if any of such officers refuse or neglect to obey such order, the decree of the court shall serve as such conveyance; but such order shall in no case be inconsistent with the original terms upon which such real estate became vested in or intrusted to the parties to the union; and in all cases the grantors of such real estate to such parties, or their heirs, shall be made parties to the petition, and such grantors or their heirs who make no defense shall not be subject to costs.

33. Notice of application for transfer.—3782. Notice of the pendency of such petition shall be given by publication in a newspaper published in the county where the petition is filed, for four consecutive weeks, setting forth the object and prayer of the petition, and if no newspaper is printed in such county, publication shall be made in the newspaper published nearest to such county.

34. Trustees for denominational property.—3784. When a presbytery, synod, conference, diocesan convention, or other representative body of any religious denomination in this State, or when an assembly, synod, conference, convention or any other general ecclesiastical body of any religious denomination held in the United States, desires to create a board of trustees for any endowment fund, or other property of the denomination represented by such body, and, at any regular meeting

of such presbytery, synod, conference, diocesan convention, or other representative body of such denomination in this State, or of such assembly, synod, conference, convention, or other general ecclesiastical body in the United States, elects not less than five members of such denomination, one of whom shall be a resident freeholder in this State, to serve as trustees, and makes, and files in the office of the secretary of state, a statement, giving the names of such trustees, the character of the endowment fund or other property to be intrusted to their care, and the uses to which it is to be applied, signed by the proper presiding officer and the secretary or clerk of such body, acknowledged before a clerk of a court of record, notary public, or a judicial officer having a seal, and the signing of the same is duly attested by such officer, and the statement thus authenticated is recorded in the office of the secretary of state, the persons named in such statement as trustees shall, thereupon, with their successors in office, become a body corporate and politic, for the purposes in such statement specified; and a copy of such record, duly certified by the secretary of state, shall be evidence of the existence of such corporation. [As amended, Mar. 21, 1894.]

35. Trustees subject to denominational regulations.—3785. Such trustees, if chosen to take charge of any endowment fund, may invest, manage, and dispose of the same in accordance with the purpose for which it was created, subject to such regulations as the body by which they were elected may from time to time prescribe.

36. Powers of trustees over denominational property. Judgments enforceable.—3786. If the trustees are chosen to take charge of and manage any other property that may be owned or in any manner acquired by such religious denomination, they shall have full power to hold, invest, control, and manage the same for the benefit of the denomination within the presbytery, synod, conference, diocese, or other ecclesiastical territorial limits represented by the trustees, subject to the direction of the proper representative body of such denomination within such territorial limits as aforesaid; and if a parish or congregation connected with the denomination represented by the trustees become extinct, by reason of the death or dispersion of its members, the trustees may take possession of the church property of such parish, congregation, or society, whether real or personal, and rent, lease, sell, invest, or other-

wise dispose of the same, for the benefit of the denomination represented by them, within the territorial limits represented by the body by which they were appointed, and subject to such regulations as such body may prescribe; but all property held by such trustees, and the proceeds thereof, shall be applied to the use and benefit of the proper denomination within this State; *Provided, however,* That the real estate held by or in trust for any religious society or congregation as a place of worship, or otherwise, shall be liable for, and may by civil action be subjected to the payment of any judgment which has been or shall be recorded (recovered) against the trustees or any committee of such society or congregation, in their individual capacity, or otherwise, for labor performed, materials furnished, or damages sustained, under any contract with them for the erection of any church edifice or other building or improvement made thereon.

37. Sale of property of extinct church.—3787. When any parish, congregation, or society becomes extinct, as mentioned in the last section, the court of common pleas of the county in which any real property of such extinct parish, congregation, or society is situate, may, upon the petition of the trustees of the denomination to which such extinct parish, congregation, or society belonged, make an order for the sale of such property, whether the same has been built upon, or otherwise improved, or not, the proceeds of such sale to go to, and be for the benefit of, the denomination represented by such trustees, within the territorial limits represented by the body by which they were appointed, and the purchaser thereof shall be vested with as full and complete a title to the property as the character of the original grant to such parish, congregation, or society will allow; but this section shall not be so construed as to limit, or in any degree restrict, the powers conferred by the two preceding sections upon such trustees.

38. Use of money from sale of property of extinct churches.—3787a. All money derived from the sale of any property under the provisions of original section and section 3787 shall be placed in the custody of the trustees of the presbytery, synod, conference, diocese, or other ecclesiastical body having jurisdiction in the territorial limits in which said property may have been located, and they shall hold the same in trust for a period of ten years, or for such period as may be prescribed by the law of the denomination. If within that

time another parish, congregation or society of the same denomination shall be organized in the same locality, then the court authorizing the sale of said property, may, upon proper application and evidence, authorize the return of said money to the trustees of the new organization. Otherwise such money shall become a part of the funds of the presbytery, synod, conference, diocese, or other ecclesiastical body having jurisdiction. (As enacted, March 22, 1889.)

39. Funds from such sales to be under control of denomination.—3787b. Be it further enacted, that all sums of money arising from the sale of property formerly belonging to any extinct parish, congregation or society, and which are now held by special trustees appointed by the courts authorizing sale of such property, shall be, from and after the passage of this act, under the control of the trustees of the presbytery, synod, conference, or other ecclesiastical body to which said extinct parish, congregation or society may have belonged, and shall be held by them subject to the conditions and provisions of this act; and said trustees are hereby authorized to take such steps, legal or otherwise, necessary to obtain possession of such money. (As enacted, March 22, 1889.)

40. Parties to sale of property of extinct churches.—3788. When a petition is filed, as provided for in the preceding section, all persons who may have a vested, contingent, or reversionary interest in such real estate, shall be made parties thereto, and be notified of the filing and pendency thereof, in the manner provided by law in cases of the partition of real estate; but the court may make such order as to costs as may be deemed just and proper.

41. Publishing houses, how incorporated.—3789. When a conference, presbytery, assembly, association or other general ecclesiastical body held in the United States, elects, in conformity with the rules and regulations prescribed by such body, any number of persons, not less than three, as trustees or directors of a printing and publishing house, to hold their office until their successors are elected by such body, and a certificate of the election of such persons, and setting forth the name by which the corporation is to be known, signed by the clerk, secretary, or other like officer of such body, together with the written acceptance of such offices by the persons so elected thereto, is filed in the office of the secretary of state,

such trustees shall be deemed and held to be duly incorporated, by the name set forth in such certificate.

42. Publishing corporations, how revived.—3790. Any corporation which has heretofore been established by special act of the legislature for the purpose named in the preceding section, and whose charter has expired, or hereafter expires, may be renewed by a compliance with the provisions of the preceding section on the part of the religious sect, association or denomination to which such corporation belonged, or under the direction of which it was carried on; and the title to all property belonging to such former corporation at the date of the expiration of its charter, whether the same is real, personal, or mixed, shall pass to and be vested in the corporation so established.

43. Real estate, how sold.—3794. When any religious society desires to sell, exchange, or incumber by mortgage or otherwise, any real estate owned by it, or held in trust for any specific religious purpose, except grounds used or occupied as burial places for the dead, the trustees, wardens, and vestry or other officers intrusted with the management of the affairs of such society may file in the court of common pleas of the county in which such real estate is situated a petition stating that such society desires to make such sale, exchange or incumbrance, and setting forth the object of the same, and if, upon the hearing of such case, it appears that such sale, exchange or incumbrance is desired by the members of the society, and that it is right and proper that authority be given to accomplish the same, the court may authorize the trustees or other officers, or the society, if it be incorporated under any law of this State, to sell, exchange or incumber such real estate in accordance with the prayer of said petition, and upon such terms as the court shall deem reasonable.

44. Trustees of church may transfer property to denomination.—3794a. The trustees of any church organization are hereby authorized and empowered to transfer any church property to trustees of the same denomination; *Provided, however*, said transfer can only be made when the property so transferred is still to be used for church purposes. [As enacted, Apr. 27, 1893.]

45. Notice of petition for sale.—3795. The petitioners shall cause notice of the pendency and prayer of the petition to

be published in some newspaper of general circulation in the county where the real estate proposed to be sold, exchanged or incumbered is situate, for four consecutive weeks before the said application shall be heard.

46. Sale to be confirmed by court.—3796. The trustees or other officers of such religious society authorized to make such sale, exchange, or incumbrance, shall make return thereof to the court ordering the same, at such time as the court shall order, and thereupon, if the court is satisfied that the same has been made in all respects according to its order, it shall approve the same, and shall order that the proceeds be invested in other real estate for the use of such society, used in the payment of its debts, or otherwise invested or disposed of according to the prayer of said petition.

ABANDONED CHURCH PROPERTY.

[Act of March 6, 1890.]

47. Sale by township trustees, how effected. Use of proceeds.—1. Whenever in any county of this State, having a population at the last federal census of 44,880, or that may hereafter have such population, any building or buildings, having been used for public purposes, such as a meeting-house for religious exercises and divine worship, or for any other public use, have been abandoned for a period of ten years or more by the society, association, denomination, or sect, and such building or buildings are going to decay and becoming worthless, the trustees of the township where such building or buildings are situate, shall take possession of, and control such building or buildings, and shall proceed to advertise and sell the same, giving notice of the time and place of such sale, by posting up notices in three of the most public places in the township where such property is situate, for not less than ten days before sale. Each sale shall be at public vendue and to the highest bidder, and shall be at, or near the property sold.

The trustees shall make, or cause to be made, proper conveyances of such property, and the proceeds thereof shall be paid into the township treasury for township purposes.

TRANSFER OF CHURCH PROPERTY.

[Act of Mar. 12, 1890, as amended, Apr. 8, 1891.]

48. Society may transfer property to church.—1. Any ecclesiastical society incorporated under the laws of this

State connected with a church of Christ in this State, may by a three-fourths vote of its adult members present and voting at a meeting warned and held for that purpose, assign, transfer and convey to the church with which it is connected, and which is incorporated under the laws of this State, all the property and estate, real and personal, and trust funds of said society to be held by said corporation under the trusts and for the same uses upon which the same had heretofore been held by such society, and the society committee or trustees are fully authorized to make, pursuant to such vote, any and all conveyances necessary to complete such assignment and transfer; but before the same shall be effectual a certificate of the fact of such assignment and transfer shall be filed in the office of the secretary of state, and in the office of the clerk of the county in which the property is located.

PERPETUITY OF TITLE TO LANDS AND TENEMENTS.

[Act of Jan. 3, 1825, as amended, Mar. 20, 1894.]

49. Lands and tenements to descend in trust.—1.

All lands and tenements not exceeding twenty acres that have been or may be hereafter conveyed by devise, purchase or otherwise to any person or persons as trustee or trustees in trust for the use of any religious society within this State, either for a meeting house, burying ground or residence for their preacher, shall descend, with the improvement and appurtenances, in perpetual succession, in trust to such trustee or trustees as shall from time to time be elected or appointed by any such religious society, according to the rules, customs, usages and regulations of such society respectively

OKLAHOMA.*

STATUTES, 1893.

CHAP. XVII. CORPORATIONS.

ART. I. THE CREATION OF CORPORATIONS.

1. Corporations creatures of law.—919. A corporation is a creature of the law, having certain powers and duties of a natural person. Being created by the law, it may continue for any length of time which the law prescribes.

2. Corporation to be created by statute.—920. A corporation can only be created by authority of a statute. But the statute may be special for a particular corporation, or general for a number of corporations.

3. Grants subject to alteration.—921. Every grant of corporate power is subject to alteration, suspension or repeal, in the discretion of the legislature.

4. Incorporation cannot be inquired into collaterally.—922. The due incorporation of any company, claiming in good faith to be a corporation under this chapter, and doing business as such, or its right to exercise corporate powers, shall not be inquired into collaterally, in any private suit to which such *de facto* corporation may be a party; but such inquiry may be had, and action brought, at the suit of the Territory, in the manner prescribed in civil procedure.

5. Corporate name.—923. Every corporation must have a corporate name, which it has no power to change unless expressly authorized by law; but the misnomer of a corporation in any written instrument does not invalidate the instrument if it can be reasonably ascertained from it what corporation is intended.

* For United States laws applicable to all the Territories, see under Arizona, p. 5.

6. Private corporations, objects.—926. Private corporations are formed for the purpose of religion, benevolence, education, art, literature, or profit; and all corporations not public are private.

7. Articles of incorporation; officers.—927. The instrument by which a private corporation is formed is called “articles of incorporation,” or “certificate of incorporation.” And one-third of the officers of such corporations shall be residents of this Territory.

8. Acceptance must be absolute.—928. In order to constitute a private corporation there must not only be a statutory grant of corporate authority, but an acceptance of that grant by a majority of the corporators, or their agents. The acceptance cannot be conditional or qualified.

9. Acceptance, how proved.—929. Except when otherwise expressly provided, the acceptance of a grant or corporate authority may be proved like any other fact.

10. Private corporations, how formed; purposes.—930. Private corporations can be formed by the voluntary association of three or more persons, upon complying with the provisions of this chapter, for the following purposes, namely: Mining, manufacturing . . . for colleges, seminaries, churches, libraries, benevolent, charitable, and scientific associations, . . . : *Provided, however,* That no insurance company shall be incorporated under the provisions of this act except by the voluntary association of seven or more persons. *Provided, further,* That any company or corporation heretofore organized for the purpose herein named holding a charter issued by the authority of the secretary of the Territory, is hereby confirmed and ratified, and shall be entitled to have possession of all the privileges, franchises and powers conferred by this chapter upon corporations, the same as any to be created under this act in the future. *Provided, however,* That this act shall not be construed to legalize any franchises granted by any of the city councils of any of the provisional municipal governments of this Territory. (As amended, March 10, 1893.)

11. Religious corporations, limitation on real estate.—931. No corporation or association for religious or charitable purposes shall acquire or hold real estate in this Territory,

during the existence of the Territorial government, of a greater value than fifty thousand dollars; and all real estate acquired or held by such corporations or associations contrary hereto, shall be forfeited and escheat to the United States; but existing vested rights in real estate shall not be impaired by the provisions of this section.

12. Contents of articles.—932. Articles of incorporation must be prepared setting forth:

1. The name of the corporation.
2. The purpose for which it is formed.
3. The place where its principal business is to be transacted.
4. The term for which it is to exist.
5. The number of its directors or trustees, and the names and residences of such of them who are to serve until the election of such officers, and their qualifications.
6. If there be a capital stock, its amount and the number of shares into which it is divided.

13. One-third of corporators to be residents.—934. The articles of incorporation must be subscribed by three or more persons, one-third of whom must be residents of this Territory, and acknowledged by each before some officer authorized to take and certify acknowledgments of conveyances of real property.

14. Certificate issues on filing articles.—935. Upon the filing of the articles of incorporation with the secretary of the Territory, he shall issue to the corporation, over the great seal of the Territory, a certificate that the articles containing the required statement of facts have been filed in his office; and thereupon the persons signing the articles, and their associates and successors, shall be a body politic and corporate by the name and for the purposes stated in said articles.

15. Articles to be recorded.—936. Upon the filing of any articles of incorporation, as in the last section is prescribed, the secretary of the Territory shall cause the same to be recorded in a book to be kept in his office for that purpose to be called "the book of corporations," with the date of filing.

16. Copy of articles as evidence.—937. A copy of any articles of incorporation filed in pursuance of this chapter, and certified by the secretary of the Territory, must be received

in all courts and other places as *prima facie** evidence of the facts therein stated, and of the existence of such corporation.

17. Not necessary to prove incorporation.—938. In all civil actions brought by or against a corporation, it shall not be necessary to prove on the trial of the cause the existence of such corporation, unless the defendant shall in his answer expressly aver that the plaintiff or defendant is not a corporation.

18. Members.—939. . . . If a corporation has no capital stock, the incorporators and their successors are called members.

ART. III. CORPORATE POWERS.

19. Powers, specification of.—940. Every corporation, as such, has power:

1. To have succession by its corporate name, for the period limited; and when no period is limited, perpetually.
2. To sue and be sued; to complain and defend in any court.
3. To make and use a common seal, and alter the same at pleasure.
4. To purchase, hold, transfer and convey such real and personal property as the legitimate purposes of the corporation may require, not exceeding, in any case, any amount limited by law.
5. To appoint such subordinate officers and agents as the business of the corporation may require, and to allow them suitable compensation.
6. To make by-laws not inconsistent with the law of the land, for the management of its property, the regulation of its affairs, and for the transfer of its stock.
7. To admit stockholders or members, and to sell their stock or shares for the payment of assessments or installments.
8. To enter into any obligations or contracts essential to the transaction of its ordinary affairs, or for the purposes of the corporation.

In addition to the above enumerated powers, and to those expressly given in any other statute under which it is incorporated, no corporation shall possess or exercise any corporate powers, except such as are necessary to the exercise of the powers enumerated and given.

*So in original.

20. By-laws, obligatory.—950. Every corporation formed under this chapter must, within one month after filing articles of incorporation, adopt a code of by-laws for its government not inconsistent with the laws of the United States or of this Territory. The assent of stockholders representing a majority of all the subscribed capital stock, or of a majority of the members, if there be no capital stock, is necessary to adopt by-laws, if they are adopted at a meeting called for that purpose; and in the event of such meeting being called, two weeks' notice of the same, by advertisement in some newspaper published in the county in which the principal place of business of the corporation is located, or if none is published therein, then in a paper published in an adjoining county, must be given by order of the acting president. The written assent of the holders of two-thirds of the stock, or of two-thirds of the members, if there be no capital stock, shall be effectual to adopt a code of by-laws without a meeting for that purpose.

21. By-laws, contents.—951. A corporation may, by its by-laws,* where no other provision is specially made, provide:

1. The time, place, and manner of calling and conducting its meetings.
2. The number of stockholders or members constituting a quorum.
3. The mode of voting by proxy.
4. The time of the annual election for the directors, and the mode and manner of giving notice thereof.
5. The compensation and duties of officers.
6. The manner of election and the tenure of office of all officers other than the directors; and,
7. Suitable penalties for violations of by-laws, not exceeding, in any case, one hundred dollars for any one offense.

22. By-laws to be recorded; may be repealed.—952. All by-laws adopted must be certified by a majority of the directors and secretary of the corporation, and copied in a legible hand in some book kept in the office of the corporation, to be known as "the book of by-laws," and no by-law shall take effect until so copied, and the book shall then be opened to the inspection of the public during office hours of each day except holidays. The by-laws may be repealed or amended, or new by-laws may be adopted at the annual meeting, or at any

*See, also, No. 33, p. 425.

other meeting of the stockholders or members, called for that purpose by the directors, by a vote representing two-thirds of the subscribed stock, or by two-thirds of the members; or the power to repeal and amend the by-laws and to adopt new by-laws may, by a similar vote at any such meeting, be delegated to the board of directors. The power, when delegated, may be revoked by a similar vote at any regular meeting of the stockholders or members. Whenever any amendment or new by-law is adopted it shall be copied in the book of by-laws with the original by-laws, and immediately after them, and shall not take effect until so copied. If any by-law be repealed, the fact of the repeal with the date of the meeting at which the repeal was enacted, shall be stated in the said book, and until so stated, the repeal shall not take effect.

23. Directors, time of election.—953. The directors of a corporation must be elected annually by the stockholders or members, and if no provision is made in the by-laws for the time of election, the election must be held on the first Tuesday in June. Notice of such election must be given, and the right to vote determined, as provided in section 975 (950 and 961?).*

24. Directors, term of office.—954. At the first meeting at which by-laws are adopted, or at such subsequent meeting as may be then designated, directors must be elected to hold their offices for one year, and until their successors are elected and qualified.

25. Directors, elections by ballot.—955. All elections of directors must be by ballot, and a vote of stockholders representing a majority of the subscribed capital stock, or of a majority of the members, is necessary to a choice. . . .

26. Directors, number and powers.—956. The corporate powers, business and property of all corporations formed under this chapter must be exercised, conducted and controlled by a board of not less than three nor more than eleven directors, to be elected from among the holders of stock; or where there is no capital stock, then from the members of such corporation. Directors of corporations for profit must be holders of stock therein in an amount to be fixed by the by-laws of the corporation. Directors of all other corporations must be members thereof. Unless a quorum is present and acting, no business performed or act done is valid as against the corporation.

* See No. 20, p. 421, and No. 30, p. 424.

Whenever a vacancy occurs in the office of director, unless the by-laws of the corporation otherwise provide, such vacancy must be filled by an appointee of the board.

27. Directors, officers of.—957. Immediately after their election, the directors must organize by the election of a president, who must be one of their number, a secretary and treasurer. They must perform the duties enjoined on them by law and the by-laws of the corporation. A majority of the directors is a sufficient number to form a board for the transaction of business, and every decision of a majority of the directors forming such board, made when duly assembled, is valid as a corporate act.

28. False representations by officers.—959. Any officer of a corporation who willfully gives a certificate, or willfully makes an official report, public notice, or entry in any of the records or books of the corporation, concerning the corporation or its business, which is false in any material representation, shall be liable for all the damages resulting therefrom to any person injured thereby; and if two or more officers unite or participate in the commission of any of the acts herein designated, they shall be jointly and severally liable.

29. Directors, removal of.—960. No directors shall be removed from office, unless by a vote of two-thirds of the members, or of stockholders holding two-thirds of the capital stock, at a general meeting held after notice of the time and place, and of the intention to propose such removal. Meetings of stockholders for this purpose may be called by the president, or by a majority of the directors, or by members or stockholders holding at least one-half of the votes. Such calls must be in writing and addressed to the secretary, who must thereupon give notice of the time, place, and object of the meeting, and by whose order it was called. If the secretary refuses to give the notice, or if there is none, the call may be addressed directly to the members or stockholders, and be served as a notice, in which case it must specify the time and place of meeting. The notice must be given in the manner provided in section 950,* unless other express provision has been made therefor in the by-laws. In case of removal, the vacancy may be filled by election at the same meeting.

* See No. 20, p. 421.

30. Quorum of stockholders; proxies.—961. At all elections or votes had for any purpose, there must be a majority of the subscribed capital stock or of the members, represented either in person or by proxy, in writing. Every person acting therein, in person, or by proxy, or representative, must be a member thereof or, a *bona fide* stockholder. . . . Any vote or election had other than in accordance with the provisions of this article is voidable at the instance of absent stockholders or members, and may be set aside by petition to the district court of the county where the same was held. Any regular or called meeting of the stockholders or members may adjourn from day to day, or from time to time, if for any reason there is not present a majority of the subscribed stock or members, or no election or majority vote had; such adjournment and the reasons therefor being recorded in the journal of proceedings of the board of directors.

31. Election, failure or contest of; special meeting.—962. 1. If from any cause an election does not take place on the day appointed in the by-laws, it may be held on any day thereafter as is provided for in such by-laws, or to which such election may be adjourned or ordered by the directors. If an election has not been held at the appointed time, and no adjourned or other meeting for the purpose has been ordered by the directors, a meeting may be called by the stockholders as provided in section 960.*

2. Upon the application of any person or body corporate aggrieved by any election held by any corporate body, or any proceedings thereof, the district judge of the district in which such election is held must proceed forthwith summarily to hear the allegations and proofs of the parties, or otherwise inquire into the matters of complaint, and thereupon confirm the election, order a new one, or direct such other relief in the premises as accords with right and justice. Before any proceedings are had under this section, five days' notice thereof must be given to the adverse party, or those to be affected thereby.

3. The meetings of the stockholders and board of directors of a corporation must be held at its office or principal place of business: . . .

4. When no provision is made in the by-laws for regular meetings of the directors and the mode of calling special meetings, all meetings must be called by special notice in writing,

* See No. 29, p. 423.

to be given to each director by the secretary, on the order of the president, or if there be none, on the order of two directors.

5. Whenever, from any cause, there is no person authorized to call or to preside at a meeting of a corporation, any justice of the peace of the county where such corporation is established, may, on written application of three or more of the stockholders or of the members thereof, issue a warrant to one of the stockholders or members, directing him to call a meeting of the corporation, by giving the notice required, and the justice may in the same warrant direct such person to preside at such meeting until a clerk is chosen and qualified, if there is no other officer present legally authorized to preside thereat.

32. Unlawful meeting when valid.—964. When all the stockholders or members of a corporation are present at any meeting, however called or notified, and sign a written consent thereto on the record of such meeting, the doings of such meeting are as valid as if had at a meeting legally called and noticed. The stockholders or members of such corporation, when so assembled, may elect officers to fill all vacancies then existing, and may act upon such other business as might lawfully be transacted at regular meetings of the corporation.

ART. IV. CORPORATE RECORDS.

33. Record of transactions.—967. Corporations for religious and benevolent purposes must provide in their by-laws for such records to be kept as may be necessary. . . .

ART. V. DISSOLUTION OF CORPORATIONS.

34. Dissolution, causes of; how effected.—968. A corporation is dissolved:

1. By the expiration of the time limited by its articles of incorporation.

2. Its involuntary dissolution is provided for in sections 5357, 5358, and 5359:

(Section 5357. If it shall be adjudged that a corporation against which an action shall have been brought pursuant to this chapter, has by neglect, abuse, or surrender, forfeited its corporate rights, privileges and franchises, judgment shall be rendered that the corporation be excluded from such corporate rights, privileges and franchises, and that the corporation be dissolved.

Section 5358. If judgment be rendered in such action against a corporation, or against a person claiming to be a corporation, the court may cause the costs therein to be collected by execution against the person claiming to be a corporation, or by attachment or process against the directors or other officers of such corporation.

Section 5359. When such judgment shall be rendered against a corporation the court has power to restrain the corporation, to appoint a receiver of its property, and to take an account and make distribution thereof among its creditors; and the district attorney must, immediately after the rendition of such judgment, institute proceedings for that purpose. (Dakota Code.)

3. If voluntary, its dissolution may be effected in the following manner:

(1) A corporation may be dissolved by the district court of the county where its office or principal place of business is situated, upon its voluntary application for that purpose.

(2) The application must be in writing, and must set forth; that at a meeting of the stockholders or members called for that purpose, the dissolution of the corporation was resolved upon a two-thirds vote of all the stockholders or members; and that all claims and demands against the corporation have been satisfied and discharged.

(3) The application must be signed by a majority of the board of directors, trustees, or other officers having the management of the affairs of the corporation, and must be verified in the same manner as a complaint in a civil action.

(4) If the court is satisfied that the application is in conformity with this article, it must order the application to be filed and that the clerk give not less than thirty nor more than fifty days' notice of the application, by publication in some newspaper published in the county, and if there are none such, then by advertisement posted up in five of the principal places in the county.

(5) At any time before the expiration of the time of publication any person may file his objections to the application.

(6) After the time of publication has expired, the court may, upon five days' notice to the persons who have filed objections or without further notice if no objections have been filed proceed to hear and determine the application; and if all the statements therein made are shown to be true, the court must declare the corporation dissolved.

(7) The application, notices and proof of publication, objections (if any) and declaration of dissolution, constitute the judgment roll, and from the judgment an appeal may be taken in the same manner as in other actions.

35. Lapse by non-user.—969. If a corporation does not organize and commence the transaction of business, or the construction of its works, within one year from the date of its incorporation, its corporate powers cease.

36. Directors are trustees on dissolution.—970. Unless other persons are appointed by the court, the directors or managers of the affairs of such corporation at the time of its dissolution are trustees of the creditors and stockholders or members of the corporation dissolved, and have full power to settle the affairs of the corporation, and to collect and pay debts and divide among the stockholders the property which remains after the payment of debts and necessary expenses; and for such purposes may maintain or defend actions in their own names by the style of the trustees of such corporation dissolved, naming it; and no action whereto any such corporation is a party shall abate by reason of such dissolution.

37. Liability of trustees.—971. The trustees mentioned in the preceding section are jointly and severally responsible to the creditors, stockholders and members of the corporation, to the extent of its property in their hands.

38. Revival.—972. A corporation once dissolved can be revived only by the same power by which it could be created.

ART. VIII. EXAMINATION OF CORPORATIONS, ETC.

39. Legislature may examine into.—1000. The legislative assembly, or either branch thereof, may examine into the affairs and condition of any corporation in this Territory at all times; and for that purpose any committee appointed by the said assembly, or either branch thereof, may administer all the necessary oaths to the directors, officers and stockholders of such corporation, and may examine them on oath in relation to the affairs and condition thereof; and may examine the safes, books, papers and documents belonging to such corporation, or pertaining to its affairs and condition, and compel the production of all keys, books, papers and documents by summary process, to be issued on application to any district court or any

judge thereof, under such rules and regulations as the court may prescribe.

40. Power to amend.—1001. The legislative assembly may at any time amend this chapter or any article or section thereof.

ART. XIV. RELIGIOUS, EDUCATIONAL AND BENEVOLENT
CORPORATIONS.

41. Incorporation, how effected.—1099. Persons associated together for religious, educational, benevolent, charitable or scientific purposes may elect trustees, or directors, not less than three nor more than eleven, and may incorporate themselves as generally provided for in this chapter.

42. Articles, contents of.—1100. In addition to the requirements of section 957 (951),* the articles of incorporation of any such association must set forth the holding of the election for trustees or directors, the time and place the same was held and the result thereof, which facts must be verified by the officers conducting the election or their successors. (As amended Mar. 10, 1893.)

43. Property, limitations upon.—1101. All such corporations may hold all the property of the association owned prior to incorporation, as well as that acquired thereafter in any manner, and transact all business relative thereto; but no such corporation shall own or hold more real property than may be reasonably necessary for the business and objects of the association; and no such corporation for religious or charitable purposes shall acquire or hold real property of a greater value than fifty thousand dollars.

44. Trustees, annual report.—1102. The trustees or directors of all such corporations must annually make a full report of all their property, real and personal, including property held in trust by them, and of the condition thereof, and of all their affairs, to the members of the corporation for which they are acting.

45. Sale or mortgage of property.—1103. Corporations of the character mentioned in this article may sell, exchange or mortgage any or all property held or owned by them in the manner determined by such corporations.

* See No. 21, p. 421.

46. By-laws.—1104. Such corporation may, in their by-laws or articles of incorporation, in addition to the provisions of sections 957 (951),* and 976 (967),† provide for:

1. The qualification of members, mode of election, and terms of admission to membership.

2. The fees of admission, and dues to be paid to their treasury by members.

3. The expulsion and suspension of members for misconduct or non-payment of dues; also for restoration to membership.

4. Contracting, securing, paying and limiting the amount of their indebtedness.

5. Other regulations not repugnant to the law of the land, and consonant with the objects of the corporation.

47. Subsequent members, rights of.—1105. Members admitted after incorporation have all the rights and privileges, and are subject to the same responsibilities, as members of the association prior thereto.

48. Membership rights personal.—1106. No member, or his legal representative, must dispose of or transfer any right or privilege conferred on him by reason of his membership of such corporation, or be deprived thereof, except as herein provided.

49. Trustees, manner of choosing.—1107. The board of trustees, or other officers of any religious corporation, may be chosen at such times and in such manner as may be in conformity to the rules, usage or general discipline of such church.

50. Members of any church may associate by alternative method.—1108. The members of any church or religious society, not less than three, who by its rules, usage and general discipline, or otherwise, do not desire to organize and become incorporated under the foregoing provisions relating to corporations may organize and become corporate, capable of suing and being sued, holding, purchasing and receiving title to real estate and other property by devise, gift, grant or other conveyance, with power to mortgage, sell or convey the same, or any part, parcel or portion thereof, by adopting and signing articles containing:

1. The name of the church, society, association or corpo-

* See No. 27, p. 423.

† See No. 33, p. 425.

ration, its general purpose and plan of operation and its place of location.

2. The terms of admission and qualifications of membership, and the selection of officers, and the filling of vacancies, and the manner in which the same is to be governed and managed, such articles shall be recorded in the office of the secretary of the Territory, and also in the office of the register of deeds of the county in which such church, society, association or corporation is located; and thereupon such church, society, association or corporation shall have all the powers hereinbefore provided, and may adopt and establish by-laws and make all rules and regulations deemed necessary and expedient for the management of its affairs in accordance with law.

51. Title vests in successors, in trust.—1109. All grants or deeds from private individuals, or acts of legislative bodies, transferring, conveying or granting real estate in this Territory to any bishop, dean, rector, vestryman, deacon, director, minister, or any other officer or officers of any church or organized religious society in trust for the use and benefit of such society of which they are such officer or officers, which have been or may be made, done or executed, shall vest in their successor or successors in office, or other officer which such society may at any time designate, all the legal or other title, to the same extent and in all respects the same, as trustee of such trust, for the use and benefit of such society, which such bishop, dean, rector, vestryman, deacon, director, minister or other officer or officers, had under such grant, deed or act; and all transfers or sales made by such officer or officers so acquiring title by virtue of this act by succession in office shall have all the validity, force and effect that it would have had had it been made by such bishop, dean, rector, vestryman, deacon, director, minister or other officer or officers, while holding under and by virtue of such grant, deed or act of such legislative body.

OREGON.

CONSTITUTION.

[In effect, Feb. 14, 1859.]

ARTICLE I.

1. No appropriations for religious societies.—5. No money shall be drawn from the treasury for the benefit of any religious or theological institution, nor shall any money be appropriated for the payment of any religious services in either house of the legislative assembly.

ARTICLE XI.

2. General laws to be passed.—2. Corporations may be formed under general laws, but shall not be created by special laws, except for municipal purposes. All laws passed pursuant to this section may be altered, amended, or repealed, but not so as to impair or destroy any vested corporate rights.

LAWS, 1892.

CHAP. XXXIV. INCORPORATION OF RELIGIOUS SOCIETIES.

3. Incorporation legal.—3295. Whenever any church, or religious, benevolent, literary, or charitable society, or any society which shall have for its object the development of the physical or mental capacities of its members, . . . shall desire to incorporate for the purpose of carrying out the object of said church or society, they may do so in the manner provided in this chapter.

4. How effected.—3296. Three or more of the officers or trustees of said church or society, which officers or trustees shall have been duly chosen, elected, or appointed, in accordance with the usages and regulations of said church or society,

shall make and subscribe written articles of incorporation in triplicate, and acknowledge the same before some officer authorized to take acknowledgments of deeds, and file one of such articles in the office of the secretary of state, another in the clerk's office of the county where the church or society is located, and retain the third in the possession of the corporation.

5. Articles evidence of incorporation.—3297. The articles of incorporation, or a certified copy of the one filed in the office of the secretary of state or county clerk, shall be evidence of the existence of such corporation.

6. Articles, contents of.—3298. The articles of incorporation shall specify:

1. The name assumed by the corporation, and by which name it shall be known, and the duration of the same if limited.
2. The object, or business, or pursuit of said corporation.
3. The estimated value of property and money possessed by said church or society at the time of making said articles of incorporation, and the sources of revenue or income.
4. The title of the officers or trustees making such articles, and the mode and times of the election of their successors in office.
5. The location of said church or society.

7. Trustees, powers of.—3299. Upon the making and filing of articles of incorporation, as herein provided, the persons subscribing the same, and their successors in office, associates, and assigns, by the name assumed in such articles, shall thereafter be deemed a body corporate, with power:

1. To sue and be sued.
2. To contract and be contracted with.
3. To have and use a corporate seal, and the same to change at pleasure.
4. To purchase, receive, possess, and dispose of such real and personal property as may be necessary or convenient to carry out the object of said corporation.
5. To make by-laws, not inconsistent with any existing law, for the government of its affairs and the management of its property.

8. Powers to be exercised by the corporators.—3300. The powers vested in such corporation are exercised by the corporators and their successors in office; *Provided*, That

said vested powers may be exercised by a majority of said corporators or successors, and any one of said corporators or successors may verify any pleading made by the corporation, and required by law to be verified.

9. Limit upon value of all property.—3301. No corporation formed under this act shall ever hold or possess property, including money and assets, amounting in value to more than five hundred thousand dollars, and any corporation violating the provision of this act shall forfeit its corporate rights.

10. Corporations sole. Denominational corporations.—3303. Any person being the bishop, overseer, or presiding elder of any church or religious denomination in this State, may, in conformity with the constitution, canon, rules, regulations, and discipline of such church or denomination, become a corporation sole for religious and educational purposes in the manner prescribed in this act, as nearly as may be; and thereupon said bishop, overseer, or presiding elder, as the case may be, together with his successors in office or position, by his official designation, shall be held and deemed to be a body corporate, with all the rights and powers, and subject to the limitations, prescribed in this act in the case of corporations aggregate. And any number of persons not less than three, when duly designated, chosen, or appointed by the council, convention, convocation, presbytery, association, or conference of any church or religious denomination of this State for such purpose, may become incorporated by the means and in the manner provided in said act, as nearly as may be, with power and authority to acquire, receive, hold, manage, and dispose of money and property in trust for said church or denomination, to enable it to promote and maintain works of charity, education, and the public worship of Almighty God in this State.

INCORPORATION OF RELIGIOUS SOCIETIES.

[Alternative method, Act of Jan. 21, 1873.]

11. Incorporations legal.—3305. Incorporations may be formed for acquiring, holding, and disposing of church property, for the benefit of religion, for works of charity, and for public worship in the manner hereinafter provided in this act.

12. Articles to be subscribed by persons appointed by the church.—3306. One or more of the principal officers,

trustees, or clergy of any church, who shall have been duly chosen, elected, or appointed in accordance with the usages and regulations of such church, and authorized to act for the church, and who (in whom) shall be vested at the time the legal title of the church property, may make and subscribe (written) articles of incorporation in duplicate and acknowledge the same before some officer authorized to take the acknowledgment of deeds, and file and have recorded one of such articles in the office of the secretary of state and retain possession of the other.

13. Articles, contents of.—3307. The articles of incorporation shall specify:

1. The name assumed by the corporation, and by which it shall be known.
2. The object of said corporation.
3. The estimated value of church property and money at the time of making articles of incorporation.
4. The title of the person or persons making such articles and the manner and time in which successor or successors are elected, chosen, or appointed.

14. Powers, and limit of value upon property.—3308. Upon the making and filing for record articles of incorporation, as herein provided, the person or persons subscribing the same, and his or their successor or successors in office, by name or title specified in the articles, shall thereafter be deemed a body corporate, with continual, perpetual succession, and shall have power to acquire and possess by donation, gift, or purchase, and to retain and enjoy property, real, personal, and mixed, and the same to sell, grant, convey or rent, or otherwise to dispose of at pleasure; *Provided, however,* That no part of the resources of said corporation shall ever be used for any other than the object herein named; and *Provided further,* That no corporation formed under this act shall ever hold or possess property, including money and assets, amounting in value to more than five hundred thousand dollars.

15. Powers, continued.—3309. Such corporations shall have power to contract and be contracted with, to sue and be sued, plead and be pleaded in all courts of justice, and to have and use a common seal, by which all deeds and acts of such corporation shall pass and be authenticated.

16. Deeds, how signed and sealed.—3310. All deeds and other instruments of writing shall be signed by the per-

son or persons representing the corporation, in the official capacity designated in the articles of incorporation, and sealed with the seal of incorporation, and an impression of which seal shall be filed in the office of the secretary of state; *Provided*, That this act shall not have the effect to repeal, or modify in any particular, the act passed October 24, 1864, entitled "An act for the incorporation of churches, and religious and benevolent and charitable societies," nor the act passed at this session amendatory of the same.*

17. Articles, evidence of incorporation.—3311. The articles of incorporation, or a certified copy of the one filed and recorded in the office of the secretary of state, shall be evidence of the existence of such corporation.

CHANGE OF ARTICLES.

[Act of Feb. 20, 1891.]

18. How effected. Enlargement of powers.—1. Three or more officers or trustees of any incorporated religious, benevolent, literary, or charitable society, or any society which shall have for its object the development of the physical or mental capacities of its members, or the development of agriculture or mechanics, may file supplementary articles of incorporation at any time, when a three-fourths vote of the members present at a special meeting of any such society called for that purpose shall so determine, for the purpose of amending, enlarging, or changing the object, business, or pursuit of any such incorporated society, not extending beyond religious, benevolent, literary, educational, social, or charitable purposes; *Provided, however*, That said officers or trustees shall have first caused to be published a notice of the time and place of holding said special meeting, and the object thereof, in some daily newspaper of general circulation published within the county where said corporation is located; and it shall be the duty of the secretary of said corporation to deposit in the post-office, not less than ten days prior to the time fixed for said special meeting, written or printed notices, directed to each member of said corporation, of their post-office address, stating the time and place of such special meeting and the object thereof. A failure on the part of the officers of said corporation to give the notices herein prescribed shall invalidate any supplementary

* See Chap. xxxiv, p. 431.

articles of incorporation adopted at such meeting. Nothing in this act shall be construed as applying to any corporation in this State other than those incorporated under the general statutes of this State.

REFORM SCHOOLS.

[Laws of 1893, p. 75.]

19. Church care of youthful delinquents.—When any youth are committed to the reform school upon the application to the proper court by any religious society or body to which said youth or the parents of said youth may belong, for the custody of such youth, when such religious society or body has provided a suitable institution for the care and reform of delinquent children or minors, the court, upon satisfactory showing, by such religious society or body, of such fact, may commit such minor to such religious institution.

MISSIONARY STATIONS.

[U. S. Statutes-at-large, Vol. ix, p. 323.]

20. Title to, in religious societies.—That the title to the land, not exceeding six hundred and forty acres, now occupied as missionary stations among the Indian tribes in said Territory, together with the improvements thereon, be confirmed and established in the several religious societies to which said missionary stations respectively belong.

PARTICULAR DENOMINATIONS.

21. Section 3302 makes special provision for the incorporation of vestrymen of the Protestant Episcopal Church.

PENNSYLVANIA.

CONSTITUTION.

ART. III. LEGISLATION.

[In effect, Jan. 1, 1874.]

1. No special laws to be passed.—7. The General Assembly shall not pass any local or special law . . . creating corporations, or amending, renewing, or extending the charters thereof; granting to any corporation, association, or individual any special or exclusive privilege or immunity . . .

ART. XVI. PRIVATE CORPORATIONS.

2. Certain charters to be invalid.—1. All existing charters, or grants of special or exclusive privileges, under which a *bona fide* organization shall not have taken place, and business been commenced in good faith, at the time of the adoption of this constitution, shall thereafter have no validity.

3. Amendments of previous charters conditioned upon acceptance of the constitution.—2. The General Assembly shall not remit the forfeiture of the charter of any corporation now existing, or alter or amend the same, or pass any other general or special law for the benefit of such corporation, except upon the condition that such corporation shall thereafter hold its charter subject to the provisions of this constitution.

4. Cumulative voting permissible.—4. In all elections for directors or managers of a corporation, each member or shareholder may cast the whole number of his votes for one candidate, or distribute them upon two or more candidates, as he may prefer.

5. Powers limited to provisions of charters, and real estate to business needs.—6. No corporation shall engage in any business other than that expressly authorized in its charter; nor shall it take or hold any real estate, except such as may be necessary and proper for its legitimate business.

6. **Power of the legislature over charters.**—10. The General Assembly shall have the power to alter, revoke or annul any charter or incorporation now existing, and revocable at the adoption of this constitution, or any, that may hereafter be created, whenever, in their opinion, it may be injurious to the citizens of this commonwealth, in such manner, however, that no injustice shall be done to the corporators. No law hereafter enacted shall create, renew or extend the charter of more than one corporation.

STATUTES, 1894.

[With amendments to 1895.]

GENERAL PROVISIONS FOR ALL CORPORATIONS.*

I. FORMATION AND CHARTERS OF CORPORATIONS.

7. **Powers.**—Corporations may be formed under the provisions of this act by the voluntary association of five or more persons, for the purposes, and in the manner mentioned herein, and when so formed, each of them by virtue of its existence as such, shall have the following powers, unless otherwise specially provided:

I. To have succession by its corporate name for the period limited by its charter, and when no period is limited thereby, or by this act, perpetually: subject to the power of the General Assembly, under the constitution of this commonwealth.

II. To maintain and defend judicial proceedings.

III. To make and use a common seal and alter the same at pleasure.

IV. To hold, purchase, and transfer such real and personal property as the purposes of the corporation require, not exceeding the amount limited by its charter or by-law.

V. To appoint and remove such subordinate officers and agents as the business of the corporation requires, and to allow them a suitable compensation.

VI. To make by-laws not inconsistent with law, for the management of its property, the regulation of its affairs, and the transfer of its stock.

*The full text of the General Corporation Act of April 29, 1874, will be found in *Brightly's Purdon's Digest of the Statutes of Penna.*, ed. 1894, p. 405, *seq.* See also same *Digest*, under heads of "Charities" and "Religious Societies."

VII. To enter into any obligation necessary to the transaction of its ordinary affairs. [Apl. 29, 1874, § 1, P. L., 73.]

8. Purposes.—The purposes for which the said corporations may be formed, shall be as follows, and shall be divided into two classes:

The first class those for—

I. The support of public worship.

II. The support of any benevolent, charitable, educational, or missionary undertaking.* [*Ibid.*, § 2.]

9. Real estate, limit upon.†—Each of said corporations may hold real estate to an amount, the clear yearly value or income whereof shall not exceed twenty thousand dollars. [*Ibid.*, § 2.]

10. Charter, contents of.—The charter of an intended corporation must be subscribed by five or more persons, three of whom at least must be citizens of this commonwealth, and shall set forth:

I. The name of the corporation.

II. The purpose for which it is formed.

III. The place or places where its business is to be transacted.

IV. The term for which it is to exist.

V. The names and residences of the subscribers and the number of shares subscribed by each.

VI. The number of its directors and the names and residences of those who are chosen directors for the first year.

VII. The amount of its capital stock, if any, and the number and par value of shares into which it is divided. (*Ibid.*, § 3.)

11. Notice of application to be published.—Notice of the intention to apply for any such charter shall be inserted in two newspapers of general circulation, printed in the proper county, for three weeks, setting forth briefly the character and object of the corporation to be formed, and the intention to make application therefor. (*Ibid.*, § 3.)

12. Certificates, how acknowledged, approved, and recorded.—The said certificates of incorporation of the first class shall be acknowledged by at least three of those who sub-

* Purposes 4-12, Class I, and all of Class II omitted.

† See Nos. 14, 60, and 70-74, pp. 440, 456, and 459-461.

scribed to them, before the recorder of deeds of the county in which the business of the corporation is to be transacted, to be their act and deed, and the same being duly certified under the hand and official seal of the said recorder of deeds, shall be presented to a law judge of the said county, accompanied by proof of the publication of the notice of such application, who is hereby required to peruse and examine said instrument, and if the same shall be found to be in the proper form, and within the purposes named in the first class specified in the foregoing section, and shall appear lawful, and not injurious to the community, he shall endorse thereon these facts, and shall order and decree thereon that the charter is approved, and that upon the recording of the said charter and order, the subscribers thereto and their associates, shall be a corporation for the purposes and upon the terms therein stated; and the said order and charter shall be recorded in the office for the recording of deeds in and for the county aforesaid, and from thenceforth the persons named therein and subscribing the same, and their associates and successors, shall be a corporation by the name therein given. [*Ibid.*, § 3.]

· 13. **Certificates may be acknowledged before a notary.**—All certificates of association or articles of incorporation may be acknowledged and sworn to before a notary public of the commonwealth of Pennsylvania, in the same manner, and with like force and effect, as though acknowledged and sworn to before the recorder of deeds of the proper county. [Apr. 15, 1891, P. L. 18.]

14. **Limit of income on personal property in discretion of court.***—It shall be the duty of the court in granting a charter of incorporation for any purpose, to limit the yearly income of such corporation, other than from real estate, to such sum as in the opinion of the court will not be injurious or prejudicial to the community. [Feb. 20, 1854, § 3, P. L. 91.]

15. **No company to go into operation until registered.**—No institution incorporated by or under any law of this commonwealth, shall go into operation without first having the name of the institution or company, the date of incorporation, the place of business, the amount of capital paid in, and the names of the president and cashier or treasurer of the same, registered in the office of the auditor-general; and any such

*See Nos. 9, 60, and 70-74, pp. 439, 456, and 459-461.

institution or company who shall neglect or refuse to comply with the provisions of this section, shall be subject to a penalty of five hundred dollars, which penalty shall be collected on an account settled by the accountant officers, as taxes on bank dividends are now settled and collected. [April 21, 1858, § 3, P. L. 420.]

16. Letters patent may be issued.—Upon the application of the president and secretary of any corporation heretofore or hereafter created under any general or special law of this commonwealth, accompanied by due proof that said corporation has complied with all the conditions provided by law and the constitution to enable it to have a corporate existence and transact business, it shall be lawful for the governor to issue letters-patent, under the great seal of the commonwealth, in such form as he may prescribe, to such corporation, declaring it to be, and erecting it into a body corporate or politic in deed and in law. [May 15, 1874, § 1, P. L. 186.]

17. Charters under this act in full force.—The incorporation of any association of persons for the purposes named in this act, or accepting the same, shall be held and taken to be of the same force and effect as if the powers and privileges conferred, and the duties enjoined, had been conferred and enjoined by special act of the legislature; and the franchises granted shall be construed according to the same rules of law and equity as if it had been created by special charter; and no modification or repeal of this act shall affect any franchise obtained under the provisions of the same. [Apr. 29, 1874, § 25, P. L. 75.]

18. Charters may be perpetual, but legislature can revoke.—The charters for incorporations named in this act may be made perpetual, or may be limited in time by their own provisions; and the general assembly reserves the power to revoke or annul any charter of incorporation granted or accepted under the provisions of this act, whenever, in the opinion of the said general assembly, it may be injurious to the citizens of this commonwealth, in such manner, however, that no injustice shall be done to the corporators or their successors. [*Ibid.*, § 5.]

19. Amendment of charters.—As often as the corporations named in the first class, specified in the second section of the act to which this is a supplement, including all such corpo-

rations now in existence, and academies, colleges and universities, shall be desirous of improving, amending or altering the articles and conditions of their charter, it shall and may be lawful for such corporations, respectively, in like manner, to specify the improvements, amendments or alterations which are or shall be desired, and exhibit the same to the court of common pleas of the proper county in which said corporation is situated as aforesaid; when, if said court shall be of opinion such alterations are or will be lawful and beneficial, and do not conflict with the requirements of the statute to which this is a supplement, or of the constitution, it shall be the duty of said court to direct notice to be given, as provided in the third section of the act to which this is a supplement, of such application, and after decree made, and such amendments are recorded, the same shall be deemed and taken to be a part of the charter of the said corporation. [*Ibid.*, § 42.]

20. Change of name may be effected by court.—

It shall be lawful for the several courts of common pleas of this commonwealth to change the name, style and title of any corporation within their respective counties, with the same proceedings and in the same manner as they are now authorized to improve, amend or alter charters: *Provided*, That no proceedings for such purpose shall be entertained by the courts until notice of such application is given to the auditor-general, and proof of such fact is produced to the courts; and upon final decree in such proceeding, before using such name, the parties in interest shall file with the auditor-general a copy of the decree making such change. [April 20, 1869, § 1, P. L. 82.]

21. Amendments not to affect act of 1874, etc.—

Nothing in this act contained shall be construed to repeal or authorize the repeal of any of the requirements or restrictions of the said act of April 29, 1874, and its supplements, nor to dispense with any of the provisions of the said act, nor to authorize the right of eminent domain to be given to any corporation by amendment of its charter, nor to permit any change in the objects and purposes of such corporation as shown by its original charter. [June 13, 1883, § 4, P. L. 122.]

22. Renewal of charters.—Corporations created by or under the laws of this State, embraced within either of the classes named in section two of this act, the charters whereof are about to expire by lapse of time from their own limitation,

may be rechartered, or the charters thereof renewed, under the provisions of this act, by preparing, having approved and recorded the certificate named in said section for the class of corporation of which the same is one. In addition to the requirements provided in this act for a new corporation, the certificate for a recharter shall state the fact that it is a renewal of the former charter, naming the corporation and the date of its first charter; it shall also be accompanied with a certificate, under the seal of the corporation, showing the consent of at least a majority in interest of such corporation to such recharter; it shall also state the financial condition of the said corporation at the date of such certificate, showing capital stock paid in, funded debt, floating debt, estimated value of property and cash assets, if any; it shall expressly accept the provisions of the constitution of this State and of this act, and expressly surrender all privileges conferred upon such corporation by its original charter, that are not enjoyed by corporations of its class under this act or general laws of this commonwealth. From the date of recording of such certificate, if the corporation be of the first class named in section two of this act, and from the date of letters patent, if of the second class, the said rechartered corporation shall be and exist as a new corporation, under the provisions of this act and of its said renewed charter; and all of the rights, privileges, powers, immunities, lands, property and assets, of whatever kind or character the same may be, possessed and owned by the said original corporation, shall vest in and be owned and enjoyed by the said rechartered corporation, as fully and with like effect as if its original charter had not expired, save as herein and by said certificate expressly stated otherwise; and all suits, claims and demands by said corporations in existence at the date of such recharter, shall and may be sued, prosecuted and collected, under the laws governing the said corporation prior to its recharter, and all claims and demands of every nature and character in existence at said recharter, may be collected from and of the said rechartered corporation, as fully and with like effect as if no change had taken place. [Apl. 29, 1874, § 40, P. L. 75.]

23. Charters, how forfeited. Appeals to supreme court.—In all cases in which, heretofore, any privileges or immunities have been granted to any corporation, by any act of the general assembly of the commonwealth, upon terms and conditions in such act prescribed, for the knowing and inten-

tional neglect or refusal to comply with which terms and conditions, a forfeiture or determination of such privileges or immunities is provided for in the act, it shall be the duty of the attorney-general of the commonwealth, upon complaint made to him by any party whose rights or interests are affected by such neglect or refusal, to institute forthwith proceedings, in a court of competent jurisdiction, to ascertain the fact of such neglect or refusal; and if such neglect or refusal shall be adjudged by such court to have occurred, then and in such case, all the rights, privileges, powers and immunities granted to such corporation, upon such terms and conditions, shall forthwith cease and determine; thereupon the governor of the commonwealth shall provide such organization as may be needful to manage any such property, until otherwise directed by the legislature: *Provided, however,* That all expenses incident to the management thereof shall be paid from its own proceeds; and nothing in this act contained shall be deemed as authorizing any liability against, or expenditure by the commonwealth of Pennsylvania: *Provided,* That when proceedings under this act are commenced in any court other than the supreme court, the right of appeal to the supreme court shall exist, to either party, as in other cases. . . . [April 1, 1870, § 1, P. L. 45.]

24. Legislature, power over charters.—Every charter of incorporation granted, or to be granted, shall be deemed and taken to be subject to the power of the legislature, unless expressly waived therein, to alter, revoke or annul the same, whenever in their opinion it may be injurious to the citizens of the commonwealth: in such manner, however, that no injustice shall be done to the corporators, and as fully as if the reservation of said power had been therein expressed. [May 3, 1855, § 1, P. L. 423.]

25. Defective charters validated. Conditions.—Whereas, from technical defects and other causes, a number of the charters of incorporation, the supplements and amendments thereto, heretofore granted by the supreme court, and the several courts of common pleas of this commonwealth, are defective in validity, and thereby the rights of innocent parties joining in or dealing with said corporations may be unjustly affected; therefore, *Be it enacted,* That all charters of incorporation, the supplements and amendments thereto, heretofore granted by the supreme court and the several courts of common pleas of this commonwealth, are hereby validated and con-

firmed: *Provided*, That the provisions of this act shall only apply to such corporations as are actually operating under and transacting business in pursuance and by virtue of such charters, supplements and amendments: *and provided further*, That said corporation shall hold their charters, supplements and amendments, subject to all the requirements and restrictions of the constitution of this commonwealth, and that this act shall not affect any rights acquired previous to its enactment. [May 11, 1874, § 1, P. L. 133.]

II. BY-LAWS.

26. The by-laws.—The by-laws of every corporation created under the provisions of this statute, or accepting the same, shall be deemed and taken to be its law, subordinate to this statute, the charter of the same, the constitution and laws of this commonwealth and the constitution of the United States. They shall be made by the stockholders or members of the corporation at a general meeting called for that purpose, unless the charter prescribes another body or a different mode. They shall prescribe the time and place of meeting of the corporation, the powers and duties of its officials, and such other matters as may be pertinent and necessary for the business to be transacted, and may contain penalties for the breach thereof, not exceeding twenty dollars. [May 14, 1891, P. L. 61.]

III. OFFICERS AND MEETINGS.

27. Officers designated. May be directors.*—The business of every corporation created hereunder, or accepting the same, shall be managed and conducted by the president, a board of directors or trustees, a secretary or clerk, a treasurer, and such other officers, agents, and factors as the corporation authorizes for that purpose, and nothing in any law contained shall prevent or be construed to prohibit the vice-president, treasurer, solicitor, or other officer of any corporation organized or existing under this act, from being a director of such company and receiving at the same time such compensation for his services as such officer of the board of directors. [*Ibid.*]

28. Directors and trustees to be chosen annually.†—The directors or trustees shall be chosen annually by the stockholders or members, at the time fixed by the by-laws, and shall hold their office until others are chosen and qualified in their stead; the manner of such choice, and of the choice or appointment of all other agents and officers of the company

* See No. 33, p. 446.

† See No. 42, p. 450.

shall be prescribed by the by-laws. The number of directors or trustees shall not be less than three; one of them shall be chosen president by the directors, or by the members of the corporation, as the by-laws shall direct. The members of said corporation may, at a meeting to be called for that purpose, determine, fix or change the number of directors or trustees that shall thereafter govern its affairs, and a majority of the whole number of such directors or trustees shall be necessary to constitute a quorum. [*Ibid.*]

29. Trustees may be elected by classes.—It shall be lawful to insert in any charter or amendment of a charter for a corporation of the first class, under the “corporation act of one thousand eight hundred and seventy-four,” and its supplements, a provision or provisions that the directors, managers, trustees, vestrymen or other governing body, as the case may be, of such corporation, may be elected so that a half, or a third, or fourth, of the whole number only, shall be elected each year, the distribution to be made in such manner as the charter may direct. [May 23, 1887, § 1, P. L. 165.]

30. Prior charters allowing classification ratified.—In all cases in which hereinbefore such provisions have been introduced into any charter for a corporation of the first class, or in any amendment of a charter of any such corporation, either antedating the said act of one thousand eight hundred and seventy-four or otherwise, and has been approved by the proper court and duly recorded, said provision of said charter or amendment is hereby ratified and confirmed. [May 23, 1887, § 2, P. L. 165.]

31. Vacancies, how filled.—In case of the death, removal or resignation of the president or any of the directors, treasurer, or other officer of any such company, the remaining directors may supply the vacancy thus created, until the next election. [Apl. 29, 1874, § 9, P. L. 78.]

32. Quorum, where number increased.—Whenever the number of directors or managers of any corporation may be increased, under authority of law, a majority of the whole number shall be necessary to constitute a quorum. [Apl. 15, 1869, § 1, P. L. 29.]

33. Trustees cannot be salaried officers,* or sureties, nor interested in contracts.—It shall not be lawful for any

* See, however, No. 27, p. 445.

councilman, burgess, trustee, manager or director of any corporation, municipality, or public institution to be at the same time a treasurer, secretary or other officer, subordinate to the president and directors, who shall receive a salary therefrom, or be the surety of such officer; nor shall any member of any corporation or public institution, or any officer or agent thereof, be in anywise interested in any contract for the sale or furnishing of any supplies or materials to be furnished to or for the use of any corporation, municipality or public institution of which he shall be a member or officer, or for which he shall be an agent, nor directly nor indirectly interested therein, nor receive any reward or gratuity from any person interested in such contract or sale; and any person violating these provisions, or either of them, shall forfeit his membership in such corporation, municipality or institution, and his office or appointment thereunder, and shall be held guilty of a misdemeanor, and on conviction thereof, shall forfeit any sum not less than three times any advantage he may have derived by such offense, if any, and if no such advantage have been received, then any sum in the discretion of the court of quarter sessions of the proper county, not exceeding five hundred dollars for each offense: *Provided*, That private corporations heretofore incorporated, with any right or privilege in conflict with this section, shall not be affected thereby, until such corporation shall, by resolution, agree to adopt the provisions hereof, which it is hereby authorized to do.* [Mar. 31, 1866, P. L. 399.]

34. Secretary or treasurer.—The secretary or clerk shall be sworn and shall record all the votes of the corporation and the minutes of its transactions in a book to be kept for that purpose. The treasurer shall give bond in such sum, and with such sureties, as shall be required by the by-laws for the faithful discharge of his duties, and he shall keep the moneys of the corporation in a separate book account to his credit as treasurer, and if he shall neglect or refuse to do so, he shall be liable to a penalty of fifty dollars for every day he shall fail to do so, to be recovered at the suit of any informer in an action of debt. [Apr. 29, 1874, § 8, as amended May 14, 1891, P. L. 61.]

35. Cumulative voting.†—In all elections for directors, managers or trustees of any corporation created under the provisions of this statute, or accepting its provisions, each member

* See, also, No. 40, p. 449.

† See No. 4, p. 437.

or stockholder may cast the whole number of his votes for one candidate, or distribute them upon two or more candidates, as he may prefer, that is to say: If the said member or stockholder own one share of stock, or has one vote, and is entitled to one vote for each of six directors by virtue thereof, he may give one vote to each of said six directors, or six votes for any one thereof, or a less number of votes for any less number of directors, whatever may be the actual number to be elected, and in this manner may distribute or cumulate his votes as he may see fit. All elections for directors or trustees shall be by ballot, and every share of stock shall entitle the holder thereof to one vote, in person or by proxy, to be exercised as provided in this section. [Apl. 25, 1876, § 1, P. L. 47.]

36. Proxies not permissible at church elections.—None of the provisions of the act entitled “An act to regulate proxies,” passed the twenty-eighth day of March, 1820, shall be deemed to extend to any association incorporated for religious, charitable or literary purposes. [March 31, 1821; 7 Sm. L., 446, § 1.]

37. Election officers to be sworn.—No person acting as judge or officer holding an election for any such corporation, shall enter on the duties of his office or appointment until he take and subscribe an oath or affirmation before a judge, alderman, justice of the peace, or other person qualified by law to administer oaths, that he will discharge the duties of his office or appointment with fidelity, that he will not receive any vote but such as he verily believes to be legal; and if any such judge or officer shall, knowingly and willfully, violate his oath or affirmation, he shall be subject to all the penalties imposed by law upon the officers of the general election of this commonwealth violating their duties, and shall be proceeded against in like manner and with like effect; and if any election, as aforesaid, be held without the person holding the same having first taken an oath or affirmation, as aforesaid, or be invalid for any other reason, such election shall be set aside in the manner now provided by law, and a new election ordered by the court of common pleas of the proper county, upon the petition of not less than five stockholders supported by proof satisfactory to said court. [April 29, 1874, § 8, P. L. 75.]

38. Trustees may alter place of meetings.—It shall be competent for the trustees, directors or managers of any corporation heretofore or hereafter established by the laws of

this commonwealth, or for the stockholders therein, at their general meetings, to alter the times and places fixed by law for the meeting of said trustees, managers, directors or stockholders, full notice of such intended alteration having been given at a previous meeting of said trustees, directors, managers or stockholders: *Provided*, That no such alteration shall be made in the time of meeting of said trustees, managers or directors, but with the consent of two-thirds of their number, or in the time of meeting of the said stockholders, but with the consent of two-thirds of their number, convened at a general meeting. [Feb. 6, 1830, P. L. 42, § 2.]

39. Meetings may be held outside the State, except annual elections.—In all cases where the company has been incorporated under the laws of this State, and a majority of the directors, corporators, or stockholders thereof are citizens of any other State, said corporation may be organized, and all the meetings of such corporators, directors, or stockholders, held in such place, whether in this State or elsewhere, as such majority may, from time to time, appoint: *Provided, however*, That the annual election, for officers of such corporation, shall be held in the State of Pennsylvania, at such time and place, and upon such notice, by publication, in the newspapers of this State, as the by-laws of such corporation may, from time to time determine. [Nov. 27, 1865, § 1, P. L. [1866] 1228.]

IV. MISCELLANEOUS PROVISIONS.

40. Contracts secured by undue influence void, etc.*—Any person who shall contract for the sale, or sell any supplies or materials as aforesaid, and shall cause to be interested in any such contract or sale, any member, officer or agent of any corporation, municipality or institution, or give or offer any such person any reward or gratuity, to influence him or them in the discharge of their official duties, shall not be capable of recovering anything upon any contract or sale, in relation to which he may have so practiced, or attempted to practice corruptly, but the same shall be void, and such parties shall be liable to conviction for a misdemeanor in the court of quarter sessions of the proper county, and shall be fined three times the amount so given or offered corruptly, if ascertained, and if not ascertained, any sum not exceeding five hundred dollars, in the discretion of said court. [Mar. 31, 1866, P. L. 399.]

* See No. 33, p. 446.

41. No individual liability for debt.—The officers and stockholders of corporations organized under or accepting the provisions of this act, shall not be individually liable for the debts of said corporation, otherwise than in this (act) provided. [Apr. 29, 1874, P. L. 75, § 24.]

42. Married women eligible in religious societies.—In all cases married women shall be deemed and held qualified, or free from any disability on account of coverture, for appointment and acting as corporators or officers of all associations incorporated heretofore, or that may be hereafter incorporated, for purposes of learning, benevolence, charity or religion. [Apl. 9, 1879, § 1, P. L. 16.]

43. Privileges conferred dependent upon acceptance of constitution.—No general or special law shall be passed, conferring a benefit upon any corporation, unless such corporation shall have previously filed in the office of the auditor-general, the acceptance of the provisions of the constitution. [May 22, 1878, § 1, P. L. 84.]

44. Acceptance of constitution, how effected.—Such acceptance may be made by resolution, adopted at a regular or called meeting of the directors or trustees, or other proper officers of any such corporation, which shall be certified under the seal of the corporation, and filed in the office of the auditor-general. [May 22, 1878, § 2, P. L. 84.]

45. Record of acceptance.—The auditor-general shall cause a copy of such resolution to be recorded in a book, to be kept for such purpose; and a transcript of the same, under the seal of the office, shall be evidence for all purposes. [May 22, 1878, § 3, P. L. 84.]

46. Prior corporations may accept provisions of this act.—Any corporation or corporations for any of the purposes named and covered by the provisions of this act, heretofore granted by any special act or acts, or in existence under the provisions of any general law of this commonwealth, shall be entitled to all the privileges, immunities, franchises and powers conferred by this act upon corporations to be created under the same, upon filing in the office of the secretary of the commonwealth a certificate of a single corporation, or a joint certificate, if two or more corporations, incorporated for and doing the same kind of business, under the seal or seals of said corpora-

tion or corporations, accepting the provisions of the constitution and of this act, duly authorized by a meeting of stockholders called for that purpose; and upon such acceptance and approval by the governor, he shall issue letters-patent to said corporation, or if two or more corporations, to said corporations as one corporation, under such name as shall be designated by said corporation or corporations in said single or joint certificate, together with the amount and capital, number of shares and par value thereof, as shall be designated by said corporation or corporations in said certificate: *Provided*, That where two or more corporations shall make a joint certificate as aforesaid, and letters-patent shall be issued to said new corporation, said corporations shall thenceforth be deemed, held and taken to be merged and consolidated, and be subject to all the limitations and liabilities of this act. [Apl. 29, 1874, § 26, P. L. 75.]

47. Consolidation of corporations.—And if any two or more such corporations shall desire to consolidate and merge with each other, or one or more within the other, upon application to the court of common pleas of the county in which the corporation is situated, into which the one or more desired to merge or become consolidated with the same, proceedings shall take place as are required on an application to amend; and upon decree being made by said court, and the same being recorded in said county, upon the terms specified in said application, the said corporations, with all their rights, privileges, franchises, powers and liabilities, shall merge and be consolidated into, by the name, style and title given to the same in such decree, and upon the terms, limitations, and with the powers stated and conferred in said application and decree. [*Ibid.*, § 42.]

48. Secretary of state to publish list of charters.—It shall be the duty of the secretary of the commonwealth to prepare and publish, with every edition of the pamphlet laws, a certified list of all charters of incorporation filed in his office, and incorporated under the provisions of this act, stating the style, title, purpose and location of every such corporation, and he shall prepare and publish a complete alphabetical index to the same. [April 29, 1874, § 45, P. L. 107.]

V. DISSOLUTION OF CORPORATIONS.

49. How dissolution effected. No diversion of trusts permitted.—It shall be lawful for any court of common pleas

of the proper county, to hear the petition of any corporation, under the seal thereof, by and with the consent of a majority of a meeting of the corporators, duly convened, praying for permission to surrender any power contained in its charter, or for the dissolution of such corporation; and if such court shall be satisfied that the prayer of such petition may be granted, without prejudice to the public welfare, or to the interests of the corporators, the court may enter a decree in accordance with the prayer of the petition, whereupon such power shall cease, or such corporation be dissolved *Provided*, That the surrender of any such power shall not in anywise remove any limitation or restriction in such charter; and that the accounts of the managers, directors or trustees of any dissolved company shall be settled in such court, and be approved thereby; and dividends of the effects shall be made among any corporators entitled thereto, as in the case of assignees and trustees: *Provided further*, That no property devoted to religious, literary or charitable uses shall be diverted from the objects for which they were given or granted: *Provided*, That the decree of said court shall not go into effect, until a certified copy thereof be filed and recorded in the office of the secretary of the commonwealth. [Apl. 9, 1856, § 1, P. L. 293.]

50. Courts which have jurisdiction. Notice.—The “proper county” intended by said act, approved as aforesaid, may be at the option of any corporation praying for permission to dissolve in the way and manner in said act designated, either the county in which the principal operations of the corporation are conducted, or that county in which its principal office or place of business is located: *Provided*, That notice of said application shall be given, by publication in the papers in the county in which the principal operations are conducted, and that in which the principal office is located. [April 4, 1872, § 1, P. L. 40.]

51. Sale of real estate, how effected.—Whenever it has occurred or shall happen that any corporation has been or shall be dissolved, whether by decree of court, expiration of time or otherwise, owning land or other real estate within this commonwealth, it shall and may be lawful for the court of common pleas of the county wherein the real estate is, or shall be located, upon the petition of any one or more of the shareholders or corporators, or their legal representatives, and personal notice to, and service upon, all known parties in interest

whose places of residence are known, and such further notice by advertisement to others interested as the court may direct, if no reasonable and sufficient cause be shown to the contrary, to authorize the sale of such real estate, in fee simple, at either public or private sale, upon such terms as the court may designate, by a trustee to be appointed for that purpose, which trustee, before making such sale, shall give security for the faithful application of the proceeds of such sale according to law, to be approved by the court, in double the probable value of the land to be sold, and the proceeds of such sale shall be distributed by the party making the same, as part of the effects of the defunct corporation, to creditors or shareholders, as the said court may adjudge them to be entitled, and if said corporation had made sale of real estate and had not conveyed the same, such court may decree conveyance in specific execution of such contract in manner aforesaid. [Apl. 15, 1891, P. L. 15.]

52. Receiver may be appointed.—Whenever any corporation incorporated under the laws of this commonwealth shall be dissolved upon judgment of ouster upon proceedings by *quo warranto* in any court of competent jurisdiction, the said court, or in vacation any one of the law judges thereof, shall have power to appoint a receiver, who shall have all the powers of a receiver appointed by a court of chancery, to take possession of all the estate, both real and personal thereof, and make distribution of the assets among the persons entitled to receive the same according to law.

The powers of such receiver may continue as long as the court deems necessary for said purposes, and he shall be held to supersede an assignee of the corporation in possession. [Apl. 26, 1893, § 1, P. L. 26.]

53. Act applies to corporations heretofore dissolved.—The provisions of this act shall also apply to any corporation that has been heretofore dissolved by judgment of ouster upon proceedings of *quo warranto* in any court of competent jurisdiction, the affairs of which have not been settled and adjusted. [Apl. 26, 1893, § 2, P. L. 26.]

VI. RELIGIOUS SOCIETIES.

SPECIFIC PROVISIONS.

54. Registers to be evidence.—The registry now kept or which shall hereafter be kept by any religious society, in

their respective meeting-book or books, of any marriage, birth or burial, within this province, or territories thereof, shall be held good and authentic, and shall be allowed of upon all occasions whatsoever. [1700, § 1, 1 Sm., 20.]

55. Real estate grants confirmed.—All sales, gifts or grants, made of any lands or tenements within the province of Pennsylvania to any person or persons in trust for sites of churches, houses of religious worship, schools, almshouses, and for burying-grounds, or for any of them, shall be and are hereby ratified and confirmed to the person or persons to whom the same were sold, given or granted, their heirs and assigns, in trust nevertheless, and for the use of the respective religious societies for whose use the same were at first sold, given, granted or purchased, according to the true intent and meaning of such gifts and grants. And every sale, gift, grant or devise of any such trustee or trustees, or any person or persons in whose name or names the said lands for erecting churches, houses of religious worship, schools, almshouses, or burying-grounds within this province, were purchased, taken or accepted, or the heirs or assigns of such trustees, shall be and are hereby declared to be for the sole use, benefit and behoof of the said respective societies who have been in the peaceable possession of the same for the space of twenty-one years next before the tenth day of June, in the year of our Lord 1730, or for whose use the same were at first given, granted or devised, and no other. [Feb. 6, 1730, § 2, 1 Sm., 193.]

56. Lands may be held subject to denominational rules.—It shall and may be lawful for any religious denomination or society within this commonwealth, to purchase, take, receive and hold, by deed, gift, grant or otherwise, lands or tenements, for the purpose of burial-grounds, churches, parsonages, schoolhouses and almshouses, for any estate whatsoever, and to have and to hold the same according to the respective rules and disciplinary regulations of said religious societies. *Provided*, That nothing in this act contained shall be construed to permit any religious denomination or society, or any person in trust for them, unless specially authorized by its charter, to purchase, hold or take real estate, except for the purposes aforesaid. [Aug. 2, 1842, § 32, P. L. 465.]

57. No ecclesiastical person to have capacity to transmit property in succession.—No bishop, or other

ecclesiastic in any church shall hereafter hold any real or personal estate in this commonwealth, with a capacity to transmit the title thereof to his successor in office, otherwise than as any other individual holding the same in his private or natural capacity might do; and any law conferring such capacity to transmit by operation of law, property to any successor in any ecclesiastical office, is hereby repealed; *Provided*, That this repeal shall not affect the validity of any titles now held, as aforesaid, but the same may be aliened or devised as property held by such ecclesiastical officer in his natural capacity, but for the like uses and trusts as the same would be subject to if this act were not passed. [Apl. 26, 1855, § 6, P. L. 331.]

58. Property of corporations subject to the lay members.—Whensoever any property, real or personal, shall hereafter be bequeathed, devised or conveyed to any ecclesiastical corporation, bishop, ecclesiastic or other person, for the use of any church, congregation or religious society, for religious worship or sepulture, or the maintenance of either, the same shall not be otherwise taken and held, or inure, than subject to the control and disposition of the lay members of such church, congregation, or religious society, or such constituted officers or representatives thereof, as shall be composed of a majority of lay members, citizens of Pennsylvania, having a controlling power, according to the rules, regulations, usages, or corporate requirements thereof, so far as consistent herewith; and no charter hereafter granted by any court, for any church, congregation or religious society shall be valid, without requiring such property to be taken, held and to inure, subject as aforesaid, except such religious society, who shall be composed exclusively of others than laymen, may have trustees or corporators of the same description of persons. [Apr. 26, 1855, § 7, P. L. 331, as amended, June 2, 1887, P. L. 298.]

59. Majority of unincorporated church may choose clerical trustees.—*Provided*, That it shall be lawful for the majority of the male members, of lawful age, of any unincorporated church, congregation, or religious society, to choose for their trustee or trustees any other person or persons than a layman, and whenever not previously declared, to declare the manner in which the title to their trust property shall be held and conveyed, subject, however, to all the terms and conditions upon which the same may have been bequeathed, devised or conveyed to such unincorporated church, congrega-

tion or religious society, and upon due proof of such consent, any court, having jurisdiction over trusts, may direct the legal title to be conveyed accordingly; but nothing herein contained shall authorize the diversion of any property from the purposes, uses and trusts to which it may have been heretofore lawfully dedicated, or to which it may hereafter consistently herewith, be lawfully dedicated. [*Ibid.*]

60. Amount of property held by aliens limited.—*And provided*, That no alien shall hereafter acquire and hold, either as trustee or in his own right, real estate of a greater annual value than is hereby limited to be held by a corporation. [*Ibid.*]

61. Mortmain restriction.—No estate, real or personal, shall hereafter be bequeathed, devised or conveyed to any body politic, or to any person, in trust for religious or charitable uses, except the same be done by deed or will, attested by two credible, and, at the time, disinterested witnesses, at least one calendar month before the decease of the testator or alienor, and all dispositions of property contrary hereto shall be void; and go to the residuary legatee or devisee, next of kin or heirs, according to law; *Provided*, That any disposition of property within said period, *bona fide* made, for a fair valuable consideration, shall not be hereby avoided. [Apl. 26, 1855, § 11, P. L. 331.]

62. All gifts subject to act of 1855.—All dispositions of property hereafter made to religious, charitable, literary or scientific uses, and all incorporations or associations formed for such objects, shall be taken to have been made and formed under and in subordination to all the duties and requisitions of this act, as rules of property, and laws for their government. [Apl. 26, 1855, § 15, P. L. 331.]

63. Property illegally held to escheat.—All property hereafter acquired and held by persons, corporations or associations, forbidden by this act to hold the same, or held contrary to the intent of this act, and all such hereafter acquired, and held beyond the limit prescribed as aforesaid by this act, shall escheat to this commonwealth; and upon the same being adjudged to have escheated, under proceedings in court, by *quo warranto*, in all respects as is provided by law in the case of the usurpation of any corporate franchise, the same shall be taken in possession and disposed of, and with the like compensation

to the person or persons informing and procuring the inquisition, as in cases of property escheated for defect of heirs: *Provided*, That no property now held, or hereafter lawfully acquired, shall afterwards become defeasible in title by reason of any subsequent rise in the value thereof; but such rise, after it shall occur, shall be taken into view to preclude a further acquisition, and holding beyond the limit aforesaid; *and provided*, That the legislature may relieve, upon such terms as may be deemed just and for the public good, from any forfeiture as aforesaid, upon the payment to the party informing or prosecuting his actual expenses, and such further reasonable compensation as the legislature may prescribe. [Apl. 26, 1855, § 9, P. L. 331.]

64. **Property or income illegally held, duty of the auditor-general.**—It shall be the duty of the auditor-general, whenever he shall have reason to believe that any property shall be defeasibly held, and liable, upon office found, to accrue to the treasury, or that the income of any corporation or association as aforesaid, shall exceed the limit allowed by law, to call upon any and all officers or trustees thereof, to make within thirty days, a true return and exhibit of all their property, and the annual income thereof; and if no return be made within such time, or the same be unsatisfactory to him, it shall be further his duty to cause to be filed a bill of discovery in the supreme court, or in any court of the proper county having equity jurisdiction, against the officers or trustees of any such corporation or association, which the defendants therein shall answer under the compulsion usual in such cases; and their answers may be used in any proceeding to assert the rights of the commonwealth. [Apl. 26, 1855, § 14, P. L. 331.]

65. **Certain purchases of real estate confirmed.**—When, under existing laws, any religious corporation shall apply to the court of common pleas for an amendment or alteration of their charter, so as to acquire and hold real estate, and after decree and amendments are recorded and shall become a part of the charter of the said corporation, then such real estate which was purchased by and conveyed unto said corporation, before amendment of their charter shall inure and vest in said corporation, with the same force and effect as if originally empowered to hold and acquire real estate: *Provided*, That no inquisition shall have been taken against the real estate so held to escheat, previous to the amendment of such charter: *and*

provided further, That such real estate shall not exceed the amount in value which religious corporations are allowed to hold by charter. [Apl. 11, 1879, § 1, P. L. 22.]

66. Trust in favor of churches, etc., not to fail for want of trustee.—No disposition of property heretofore or hereafter made for any religious, charitable, literary or scientific use, shall fail for want of a trustee, or by reason of the objects being indefinite, uncertain or ceasing, or depending upon the discretion of a last trustee, or being given in perpetuity or in excess of the annual value hereinbefore limited, but it shall be the duty of any orphans' court, or court having equity jurisdiction in the proper county, to supply a trustee, and by its decrees to carry into effect the intent of the donor or testator, so far as the same can be ascertained and carried into effect consistently with law or equity; for which purpose the proceedings shall be instituted by leave of the attorney-general of the commonwealth, on the relation of any institution, association, corporation not for profit or individual, desirous of carrying such disposition into effect, and willing to become responsible for the costs thereof, subject to an appeal as in other cases in said courts respectively, and to be reviewed, reversed, affirmed or modified by the supreme court of this State; but if the objects of the trust be not ascertainable, or have ceased to exist, or such disposition be in excess of the annual value permitted by law, or in perpetuity, such disposition, so far as exceeding the power of the courts to determine the same by the rules of law or equity, shall be taken to have been made subject to be further regulated and disposed of by the legislature of this commonwealth, in manner as nearly in conformity with the intent of the donor or testator and the rules of law against perpetuities as practicable, or otherwise to accrue to the public treasury for the public use: *Provided*, That this act as amended shall not apply to any case which has been adjudicated prior to the adoption of this amendment. [Apl. 26, 1855, § 10, P. L. 331, as amended, May 23, 1895, P. L. 114, supp. 2536.]

67. On failure of provisions of wills property to be distributed to heirs.—In the disposition of property by will made or to be made for any religious, charitable, literary, educational or scientific use or purpose, if the same shall be void for uncertainty, or the object of the trust be not ascertainable, or has ceased to exist, or be an unlawful perpetuity, such property shall go to the heirs at law and next of kin of the

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decedent, as in the case of persons who have died or may die intestate. [July 7, 1885, P. L. 259.]

68. Trusts for religious uses to be put into effect by the courts.—No disposition of property heretofore or hereafter made for any religious or charitable use, shall fail for want of a trustee or by reason of the objects ceasing, or depending upon the discretion of a last trustee, or being given in perpetuity, or in excess of the annual value limited by law; but it shall be the duty of any court having equity jurisdiction in the proper county, to supply a trustee, and by its decrees to carry into effect the intent of the donor or testator, so far as the same can be ascertained and carried into effect consistently with law or equity, subject to an appeal as in other cases in said courts respectively, and to be reviewed, reversed, affirmed or modified by the supreme court of this State: *Provided, however,* That the provisions of this act shall not apply to causes now in litigation. [May 9, 1889, P. L. 173.]

69. Limit upon property of unincorporated societies.—It shall not be lawful for any unincorporated literary, religious or charitable society, church, association or congregation hereafter to acquire and hold, either in the associate name, or that of trustees, or otherwise, real or personal property that in the aggregate is of a greater yearly value than, if incorporated, it would be, allowed to hold, under the general laws of this commonwealth for incorporating such associations; nor shall it be lawful for any corporation incorporated under any law of this State, hereafter to acquire and hold through any trustee or trustees, or by any other device whatsoever, real or personal estate to a greater amount or value than such incorporation is by its charter allowed to hold: *Provided,* That any property now held as aforesaid, in excess of such value, shall not be hereby invalidated or prejudiced, in title or otherwise. [Apr. 26, 1855, § 4, P. L. 331.]

70. Limit upon property of religious societies. Method of ascertaining excess.—Any literary, religious, charitable or beneficial society, congregation, association or corporation, having capacity to take and hold real and personal estate within this commonwealth, may acquire and hold the same to the extent in the aggregate of the clear annual value of five thousand dollars, and to no greater extent, without an express legislative sanction; and in ascertaining such value,

all vacant lots or lands shall be taken to be of the annual value at which such lots or lands could be let upon ground rent, or at the interest of the price at which they would sell for cash and without sacrifice; and if occupied and yielding rent or income, then as of the annual value of such rent or income, or of the valuation as vacant ground, in manner aforesaid, whichever shall be of the greater amount; but no edifice used for worship, education or an hospital, or the unproductive ground contained within the curtilage of such building, shall be included in such valuation: *Provided*, That no *bona fide* purchaser, for a valuable consideration, shall take a defeasible title by reason of the grantors having held property in excess of the limit aforesaid: *and provided*, That any property now held as aforesaid, in excess of such value, shall not be hereby invalidated or prejudiced in title or otherwise. [Apr. 26, 1855, § 8, P. L. 331.]

71. Limit increased to \$30,000.—That any literary, religious, charitable, or beneficial society, congregation or corporation having capacity to take and hold real and personal estate within this commonwealth, may acquire and hold the same to the extent in the aggregate of the clear yearly value of thirty thousand dollars (\$30,000), and to no greater extent, without an express legislative sanction. Such value shall be ascertained as provided by the act to which this is a supplement. [Apr. 22, 1889, P. L. 42.]

72. Court may extend property limit in its discretion.—It shall be lawful for any corporation formed for a religious, educational, literary, scientific or charitable purpose to file its petition in the court of common pleas of the county where the principal office or place of business of such corporation is located, setting forth that the amount of property, real and personal, which said corporation by law is authorized to hold, is insufficient to enable it to fully and properly accomplish the religious, educational, literary, scientific or charitable work or purpose for which it was formed, and thereupon it shall be the duty of the court to which said petition is presented to make inquiry into the truth of the matters alleged in the petition, and if, upon such inquiry, the court is satisfied of the truth of the matters so alleged, and that the prayer of the petition can be allowed without injury to the public welfare, then it shall be lawful for the court to enter a decree extending and defining the amount of property, real and personal, which such corporation shall be permitted to hold. [June 6, 1893, P. L. 324.]

73. Limit as to property not to apply in certain cases.—In all cases of hospitals, schools, charitable, literary and religious institutions of all kinds, prohibited by their respective charters or by-law from holding real estate, or limited as to the amount thereof, the said prohibition or limitation shall not be taken to extend to purchases made by corporations such as aforesaid, at sheriffs', masters' or marshals' sales of real estate, on which the party purchasing may hold a mortgage, judgment or ground-rent, when such purchases are made to protect their respective interests; and deeds made to them respectively as such purchasers, by sheriffs, masters or marshals making the sales, shall convey to the said purchasers respectively a good and indefeasible title to any and all real estate so purchased, as if no prohibition or limitation as to the purchase of real estate existed in their respective charters or in the law: *Provided*, That all real estate bought by any corporation such as aforesaid, under the provisions of this act, in excess of the quantity they are allowed by law, or their respective charters, to hold, shall be sold by said corporations, either on ground-rent or otherwise, within ten years from the purchase so made as aforesaid. [May 13, 1879, § 1, P. L. 60.]

74. Restriction on accumulation of income.—To avert the evil of an indefinite increase of the property in mortmain and perpetuity, it shall not be lawful for any religious, charitable, literary or scientific society, association, or corporation, present or future, to accumulate income into capital or invested estate, so as that the clear annual value thereof, as regards future acquisitions with those now held, shall exceed the limitation hereinbefore contained, and as regards acquisitions now held by or for any such body, shall not exceed said annual amount, except as the property now held does, or being made more productive, may exceed such amount, but all such clear income, after such amount of capital or invested estate shall be attained, shall be expended annually in and for the purposes, uses and trusts upon and for which the property producing it is held; and if there be not objects within the intent of such purposes, uses and trusts sufficient to exhaust such income, it shall be the duty of such body or association holding such property, to apply to the legislature for authority to expend the income thereof upon such practicable objects as shall most nearly conform to the intent of the uses and trusts upon which such property is held, and in default thereof, such income

as shall not be so expended in execution of its trust, shall be paid into the treasury of the commonwealth: *Provided*, That this section shall not be taken as intended to apply to any corporation or trust, if any there be, placed by contract beyond such legislative requisition. [Apr. 26, 1855, § 12, P. L. 331.]

75. State officers to keep accounts of moneys paid to the State.—It shall be the duty of the State treasurer and auditor-general to keep distinct and clear accounts of all moneys which shall accrue to the treasury under this act, that the same may, by the legislature, be applied to objects within the purpose of the trust thereof, should such objects arise, or to other objects as near as practicable to the intent of such trust, but without interest to be paid thereon by the treasury. [Apr. 26, 1855, § 13, P. L. 331.]

76. Certain real estate may be held, to be sold within five years.—That it shall and may be lawful for any corporation incorporated under the laws of this State, or of any other State of the United States, to take, have, and hold real estate heretofore given or devised, or hereafter given or devised, to such corporation to be used for any religious or charitable purposes; *Provided*, That nothing herein contained shall be taken to relieve such real estate from being taxed in like manner with other real estate within this commonwealth; *and, provided, further*, That all real estate held under the provisions of this act shall be sold by such corporations within five years from the time the right of possession shall accrue to such corporation. [June 8, 1891, P. L. 211.]

77. Corporations for religious uses may vest property in trustees, so as to avoid waste or incumbrance.—That any corporation or trustees for charitable uses owning any property dedicated to religious or charitable purposes, such as churches, school-houses, parsonages, hospitals, almshouses and the like, may, for the purpose of protecting the said property from liability to debt thereafter contracted on the part of the corporation or persons having the control or management of the charity, vest their property in trustees upon trust for the use of the congregation or members of the corporation for the time being as places of worship, or for use as school-houses or residence for the minister or pastor of the congregation, or for the maintenance of any charity, and when the trustees shall be so vested by deeds duly recorded, the property thus con-

veyed, so long as it is used for the purposes above mentioned and is not used for any secular purpose, or for a purpose from which profits are derived, shall not be liable to any debts, contracts or engagements of the corporation or congregation thereafter made or entered into, but shall be deemed and taken to be freed therefrom in the same manner and with like effects as if the same had been conveyed or devised to the trustees by a stranger in trust for the uses of the congregation or corporation, but so that the same shall not be liable to their debts, contracts or engagements, nor to their control for any purpose other than for the uses of the same as places of worship, or as free schools or schools from which no pecuniary profits are derived, or as a residence for the minister or pastor of the congregation, or for the maintenance of the charitable purpose for which it was dedicated or intended by the donors or contributors. [Apr. 10, 1893, § 1, P. L. 14.]

78. Trustees and officers shall be personally liable unless they shall notify contractor.—All trustees and officers of corporations having the management of property for charitable uses which is held in trust under the provisions of section one,* contracting debts or causing them to be contracted in the improvement of the property by building thereon, shall be personally liable for the debts thus contracted, unless they shall have notified the persons with whom the contract is made that the property is not liable for the debts contracted in building thereon, but there shall be no liability to any one but to the person with whom a contract is made by the trustees or corporation. [April 10, 1893, § 2, P. L. 14.]

79. Mortgage, power to.†—It shall be lawful for all corporations to borrow money or to secure any indebtedness created by them, by issuing bonds, with or without coupons attached thereto, and to secure the same by a mortgage or mortgages to be given and executed to a trustee or trustees, for the use of the bondholders, upon their real estate and machinery, or on their real estate alone, to an amount not exceeding one-half of the capital stock of the corporation paid in, and at a rate of interest not exceeding six per centum. [May 21, 1889, § 1, P. L. 257.] . . .

* See No. 77, p. 462.

† The question has been raised, but not settled, as to whether this section applies to corporations, such as churches, which have no capital stock.

BURIAL GROUNDS.

80. The provisions relating to the acquisition, management and sale of burial grounds are numerous, are not directly connected with the main object of this volume, and are to be found in Brightley's *Purdon's Digest of the Statute Law of Penna.*, pp. 274-278, and in the Act of June 7, 1895, P. L. 181.

Y. M. CHRISTIAN ASSOCIATIONS.

81. The provisions for the organization, etc., of Young Men's Christian Associations are contained in the Act of May 9, 1889, P. L. 163.

RHODE ISLAND.

CONSTITUTION.

ARTICLE IV.

[In effect, May 9, 1843.]

1. General laws to be passed.—17. Hereafter, the General Assembly may provide by general law for the creation and control of corporations. [As amended, Nov., 1892.]

GENERAL LAWS, 1896.

CHAP. CLXXVI. OF INCORPORATION. CLASS III. MISCELLANEOUS CORPORATIONS.

2. Articles, contents of. Fees. Certificates.—11. All . . . corporations formed for . . . religious . . . purposes, not organized for business purposes . . . shall be created in the following manner, viz.: Five or more persons of lawful age shall associate by written articles which shall express:

First. Their agreement to form said corporation;

Second. The name by which it shall be known, which name shall not then be in use by any existing corporation of the State;

Third. The purpose for which it is constituted;

Fourth. The town or city in which it is to be located.

Said agreement shall be signed and acknowledged by all the members named therein, and shall prescribe the manner in which the first meeting shall be held and organized. Said agreement shall be filed in the office of the secretary of state, and said persons shall pay a fee of five dollars into the general treasury of the State. When said agreement has been so filed, together with the certificate of the general treasurer that the fee of five dollars has been paid, and the sum of one dollar has been paid to said secretary of state for the certificate hereinafter required, the secretary of state shall thereupon issue to

said corporation his certificate, under the seal of the State, substantially in the following form:

“STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS.

“I secretary of state, hereby certify that (here insert names of all the corporators) have filed in the office of secretary of state their agreement to form a corporation under the name of (here insert name of corporation) for the purpose (here insert purpose) in accordance with law, and have also filed the certificate of the general treasurer that they have paid into the general treasury of the State the fee required by law.

“Witness my hand and the seal of the State of Rhode Island this day of in the year .”

3. Certificate confers powers. Chapter 177 applicable.*—12. When said certificate has been issued as aforesaid said corporators shall be authorized to carry out the purpose of such agreement with all the powers and subject to all the duties and liabilities as provided herein and in chapter one hundred seventy-seven and all amendments thereof and additions thereto, so far as not inconsistent with the provisions of this chapter, and so far as the provisions of said chapter one hundred seventy-seven shall be applicable to such corporation.

4. Property. Limitation on.—13. Said corporation shall be entitled to take, hold, transmit and convey real and personal estate to an amount not exceeding in all one hundred thousand dollars. But if such corporation desires to take and hold property to an amount exceeding one hundred thousand dollars either originally or by amendment, such privilege shall be granted only by the General Assembly on petition thereto.

5. Amendments to articles, how effected.—14. Such agreement may be amended in any particular not inconsistent with the provisions of this chapter, excepting as provided in the preceding section, by vote of the corporation and the filing in the office of the secretary of state a copy of such vote duly attested by the president and secretary of said corporation.

6. Articles and certificates as evidence.—15. Copies of agreements to form corporations, when formed by agreement, or any amendment thereof, and the fact of their being filed in the office of the secretary of state and the date of such

* See No. 7, p. 467.

filing, and the filing of the certificate of the general treasurer, shall, when certified to by the secretary of state, be received in evidence before any court, tribunal or authority.

CHAP. CLXXVII. PROVISIONS RESPECTING CORPORATIONS
IN GENERAL.*

7. General powers.—1. All corporations shall, whenever no other provision is specially made, have perpetual succession, may make and use a common seal and break, alter and renew the same, be capable of taking, holding, transmitting and conveying property, real or personal, in their corporate name, may sue and be sued, appear, prosecute and defend actions and suits to final judgment and execution in any court or elsewhere; may elect, in such manner as they shall determine to be proper, all necessary officers, and may fix their compensation and define their duties and obligations; and may make by-laws and regulations, consistent with law, for their government and for the due and orderly conducting of their affairs and the management of their property.

8. What may be included in by-laws.—3. Corporations may, by their by-laws, where no other provision is specially made, determine the manner of calling and conducting meetings, . . . ; and the tenure of office of the several officers; and they may annex suitable penalties to such by-laws, not exceeding in any case the sum of twenty dollars for any one offense; but no such by-law shall be made by any corporation repugnant to the provisions of its charter or articles of association, or amendments thereof, or to general law . . .

9. First meeting.—4. The first meeting of all corporations, except of banks, shall, unless otherwise provided for, or unless notice be waived by all the corporators in writing, be called by a notice signed by any one or more of the corporators, setting forth the time, place and objects of the meeting; . . . and such notice shall, seven days at least before the meeting, be delivered to each member or published in some newspaper of the county where the corporation may be established, or if there be no newspaper in the county, then in some newspaper of an adjoining county: *Provided*, That notice of the first meeting of incorporated religious societies may be affixed to the door or some other conspicuous part of

* See No. 3, p. 466.

their meeting house or usual place of assembling for religious purposes.

10. Mode of proceeding when no person authorized to call or preside at legal meeting.—5. Whenever, by reason of the death or absence of the officers of any corporation or other legal impediment, there shall be no person duly authorized to call or preside at a legal meeting thereof, any justice of the peace in the county where such corporation is established may, on a written application of three or more of the members thereof, issue a warrant to either of said members, directing him to call a meeting of said corporation by giving such notice as has been previously required by law; and the justice may in the same warrant direct such person to preside at such meeting until a clerk shall be duly chosen and qualified, if there shall be no officer present legally authorized to preside thereat.

11. Power of corporation when assembled.—6. Such corporation, when so assembled, may elect officers to fill vacancies then existing, and may act upon such other business as might by law be transacted at regular meetings of the corporation.

12. Incorporation valid, though annual meeting not held.—7. The existence of any corporation shall not be impaired by a failure to hold an annual meeting for the election of officers, or a failure to elect officers at the time prescribed by the charter, articles of association or by-laws of the corporation; but such election may be held at a subsequent meeting of the stockholders, duly notified for that purpose.

13. Bequests for religious purposes in excess of limit of property, how secured to corporation.—8. In case any real or personal estate shall hereafter be given by will to any corporation to hold for any charitable uses or purposes authorized or permitted by the charter of said corporation or any amendment thereof, or by law, and such corporation, but for the provisions of this section, would not be able to take or hold the same or some part thereof on account of the limitation as to the amount of property of said corporation prescribed by the charter or any amendment thereof, then in every such case it shall be lawful for such corporation to take and hold such real and personal estate, or such part thereof as aforesaid, upon conditions subsequent, nevertheless, that such

corporations shall obtain from the general assembly authority to take and hold real and personal estate to an amount large enough to include, in addition to its other property, the property given to such corporation by will as aforesaid, and that the application to the General Assembly, shall be made within one year from the final probate of the will under which the gift is taken as aforesaid

14. Corporations, when to continue three years after expiration of charter.—9. Corporations whose charters shall expire by their own limitation, or shall be annulled by forfeiture or otherwise, shall nevertheless be continued bodies corporate for the term of three years after the time when they would have been so dissolved, for the purpose of prosecuting and defending suits by or against them, and of enabling them to settle and close their concerns, to dispose of and convey their property and to divide their capital stock; but not for the purpose of continuing the business for which such corporations have been or may be established.

15. Charters may be amended.—22. Every corporation hereafter created shall be subject to the provisions of this chapter, and its charter or articles of association may be amended or repealed at the will of the General Assembly.

16. Limit of time for organization.—23. Corporations created by charter, if no time is limited therein, shall be organized within two years from the passage of their respective acts of incorporation. The charters of all corporations failing to comply with the provisions of this section shall become void.

17. Certificate of organization, when filed.—24. Every corporation created by charter, hereafter organized, . . . shall, within thirty days after organization, . . . file in the office of the secretary of state a certificate, under oath of its treasurer or such officer as may be duly authorized by the corporation to make the same, setting forth the name of the corporation, the date of organization, . . . the town in which such corporation is located and the name and post-office address of its treasurer.

18. Dissolution, proceedings for.—27. Whenever any corporation is insolvent, . . . or whenever any corporation has done or omitted to do any act, which act or omission is ground for the forfeiture of its charter at law, the appellate

division of the supreme court may, upon the petition of any stockholder or creditor of such corporation, and upon such reasonable notice as the court may prescribe, decree a dissolution of such corporation and appoint a receiver of its estate and effects, or may appoint such receiver without decreeing a dissolution.

19. Receiver, powers of.—28. Such receiver shall take charge of the estate and effects of such corporation and collect the debts and property due and belonging to it, sell, and convert such property into cash ; with power to prosecute and defend suits in its name or otherwise, to appoint agents under him, and to do all other acts, which might be done by such corporation, that may be necessary for the final settlement of its unfinished business and the winding up of the corporation. The powers of such receiver may be continued as long as the court deems necessary for said purpose.

20. Assets, distribution of.—29. The receiver shall pay all debts due from such corporation, if the funds in his hands are sufficient therefor; and if not, he shall distribute the same ratably among the creditors who prove their debts in the manner directed by any order or decree of the court for that purpose. If there is a balance remaining after the payment of the debts, the receiver shall distribute and pay it to and among the stockholders of the corporation, or their legal representatives.

21. Jurisdiction of court.—30. The court shall have jurisdiction in equity of the application and of all questions arising in the proceedings thereon, and may make such orders and injunctions and decrees therein as justice and equity require.

SOUTH CAROLINA.

CONSTITUTION.

ART. III. LEGISLATIVE DEPARTMENT.

[In effect, Dec. 31, 1895.]

1. Special laws not to be enacted, except where required by terms of gifts.—34. The General Assembly of this State shall not enact local or special laws. . . .

IV. To incorporate educational, religious, charitable, . . . or banking institutions, not under the control of the State, or amend or extend the charters thereof.

XII. The General Assembly shall forthwith enact general laws concerning said subjects for said purposes, which shall be uniform in their operations: *Provided*, That nothing contained in this section shall prohibit the General Assembly from enacting special provisions in general laws.

XIII. The provisions of this section shall not apply to charitable and educational corporations where, under the terms of a gift, devise or will, special incorporation may be required.

ART. IX. CORPORATIONS.

2. Two-thirds vote needed for special charter.—2. No charter of incorporation shall be granted, changed or amended by special law. . . . *Provided*, That the General Assembly may by a two-thirds vote of each house on a concurrent resolution allow a Bill for a special charter to be introduced, and when so introduced may pass the same as other Bills.

3. Religious corporations need not maintain an agent.—4. Every corporation organized or doing business in this State, other than religious, educational or benevolent associations, shall have and maintain at least one agent in this State upon whom process may be served, and at least one public office for the transaction of its business.

REVISED STATUTES, 1893.

CHAP. XLVIII. PROVISIONS APPLICABLE TO CORPORATIONS
GENERALLY.

4. All charters subject to amendment or repeal.—1499. It shall be deemed a part of the charter of every corporation created under the provisions of any general law, and of every charter granted, renewed or amended by act or joint resolution of the General Assembly (unless such act or joint resolution shall, in express terms, declare the contrary), that such charter, and every amendment and renewal thereof, shall always remain subject to amendment, alteration or repeal by the General Assembly.

5. Bond of treasurer.—1501. The treasurer of any corporation in this State shall give bond in such sum and with such sureties as shall be required by the by-laws for the faithful discharge of his duty.

6. Powers of private corporations.—1504. Every private corporation as such has power:

1. To have succession, by its corporate name, for the period limited in its charter; and when no period is limited, in perpetuity,

2. To sue and be sued.

3. To use a common seal, and to alter the same at pleasure.

4. To hold, purchase, lease, mortgage or otherwise dispose of and convey such real and personal estate as is limited by its charter; and if not so limited, such an amount as the business of the corporation requires.

5. To appoint such subordinate officers and agents as the business of the corporation requires, prescribe their duties and fix their compensation.

6. To make by-laws, not inconsistent with any existing law, for the transfer of its stock, the management of its property, or the regulation of its affairs.

7. To declare and create, by appropriate by-laws, a lien on the stock of any stockholder in such corporation, for such sum as the stockholder is or may be indebted to such corporation for his subscription to stock therein.

7. Majority forms board.—1505. When the corporate powers are directed to be exercised by any particular body or

number of persons, a majority of such body or persons, unless it is otherwise provided, form a board for the exercise of such powers.

8. Must organize in two years.—1506. If any private corporation hereafter created by the General Assembly or incorporated under any law does not organize and commence the transaction of its business within two years from the date of its incorporation, its corporate powers shall cease.

9. Corporations may recover debts from members.—1512. All bodies corporate, in any court in this State, may sue for, recover and receive from their respective members all arrears or other debts, dues and demands which now are or hereafter may be owing to them, in the like mode, manner and form as they might sue for, recover and receive the same from any indifferent person who might not be one of their body; any law, usage or custom to the contrary thereof in any wise notwithstanding.

CHARITABLE, SOCIAL AND RELIGIOUS SOCIETIES.

10. How formed. Contents of declaration. Record of certificate.—1534. Two or more persons desiring to form themselves into a church, cemetery company, . . . or any charitable, social, educational or religious society, may file with the clerk of the court of the county wherein they reside a written declaration, signed by themselves, setting forth:

1. The names and residences of the members.
2. The name of the proposed corporation, the place at which it is proposed to locate it, and the general purpose of the corporation.
3. Any other matters which it may be desirable to set forth in the organic law. And thereupon the said clerk shall issue to such persons a certificate that they are incorporated for the purposes set forth in said declaration under the name therein mentioned. The certificate shall be recorded in the office of the register of mesne conveyance for the county in which the said association is located.

11. Powers of religious corporation.—1535. Such corporation shall have the following powers:

1. To make by-laws not inconsistent with the laws of this State or the United States.

2. To have and use a common seal and the same to change at pleasure.

3. To sue and be sued, plead and be impleaded.

4. To have, hold and keep such real and personal property as may be proper and necessary for corporate purposes, and the same to sell, alien, mortgage or otherwise dispose of at the will of said corporation.

5. And any other powers common to such corporations and consistent with the laws of the land.

CHAP. LIII. UNINCORPORATED JOINT STOCK AND OTHER ASSOCIATIONS.

12. Unincorporated associations; by what name may be sued.—1776. All unincorporated associations may be sued and proceeded against under the name and style by which they are usually known, without naming the individual members of the association.

13. On whom process may be served.—1777. Process served on any agent of any unincorporated association doing business in this State, under the name and style by which it is usually known, shall be sufficient to make such association a party in any court of record in the county in which such agent may be served.

14. Liability under final process.—1778. On judgment being obtained against such association under such process, final process may issue to recover satisfaction of such judgment, and any property of the said association, and the individual property of any copartner or member thereof, found in the State, shall be liable to judgment and execution for satisfaction of any such judgment.

SOUTH DAKOTA.

CONSTITUTION.

ARTICLE XVII.

[In effect, Nov. 2, 1889.]

1. General laws to be passed for corporations.—1. No corporation shall be created or have its charter extended, changed or amended by special laws except those for charitable, educational, penal or reformatory purposes, which are to be and remain under the patronage and control of the State; but the legislature shall provide by general laws for the organization of all corporations hereafter to be created.

2. Cumulative voting permitted.—5. In all elections for directors or managers of a corporation each member may cast the whole number of his votes for one candidate, or distribute them upon two or more candidates as he may prefer.

3. Can engage only in authorized business. Limit on real estate.—7. No corporation shall engage in any business other than that expressly authorized in its charter, nor shall it take or hold any real estate except such as may be necessary and proper for its legitimate business.

4. Power of legislature over charters.—9. The legislature shall have the power to alter, revise or annul any charter of any corporation now existing and revokable, at the taking effect of this constitution, or any that may be created, whenever in their opinion it may be injurious to the citizens of this State, in such manner, however, that no injustice shall be done to the incorporators. No law hereafter enacted shall create, renew or extend the charter of more than one corporation.

STATUTES OF DAKOTA.*

5. Territorial laws recognized.—“All laws in force in the Territory of Dakota at the date of the admission of the

*There is no published compilation of the laws of South Dakota. The sections here given are from the volume containing the *Compiled Laws of the Territory of Dakota*. All changes in such laws are given. A Civil Code has been adopted but not printed, in which the only substantial change is in the enumeration of the sections.

State of South Dakota into the Union, and not repugnant to or inconsistent with the constitution of the said State shall continue and be in full force and effect until altered, amended, or repealed." [Chap. 105, Laws 1890.]

COMPILED LAWS, 1887.*

CHAP. III. CORPORATIONS.

6. Purposes.—2900. Private corporations can be formed by the voluntary association of three or more persons, upon complying with the provisions of this chapter, for the following purposes, namely: mining, manufacturing, . . . and for any other lawful business; for colleges, seminaries, churches, libraries, benevolent, charitable and scientific associations; . . . [As amended, Feb. 6, 1893.]

7. Number of trustees.—3136. Persons associated together for religious, educational, benevolent, charitable or scientific purposes, may elect such number of trustees or directors, not less than three (3), as they may in their articles of incorporation provide and may incorporate themselves as generally provided for in this chapter. [As amended, March 1, 1895, Civil Code, § 536.]

8. Elections of trustees and by-laws subject to denominational regulations.—3144. The board of trustees or other officers of any church or religious corporation may be chosen, and the by-laws of any such church or corporation adopted or amended, at such time, by such vote, for such terms and in such manner, as may be in conformity to the rules, usage, general discipline or custom of such church or corporation. [As amended, Mar. 1, 1895.]

DEFECTIVE ARTICLES OF INCORPORATION.

[Act of Mar. 8, 1890.]

9. Defective articles validated.—1. All corporations organized under general law in whose certificates or articles of incorporation there is an omission of any matter required to be therein stated, or which are defectively executed or acknowledged or in which any other informality exists, are hereby de-

* See North Dakota, pp. 384 to 399. Except as hereafter noted, the provisions for both States are identical.

clared to be and to have been corporations from the time of filing such certificate in the same manner and to the same effect and intent as if such certificate or articles were without fault, and all such certificates or articles are hereby validated and declared to be legal and have the same force and effect as if they were free from all fault or defect.

10. Corporations affected subject to constitution.—

2. All corporations heretofore organized, affected by this act, shall hereafter hold their charters and exist, subject to the provisions of the constitution of the State of South Dakota.

AMENDMENT OF ARTICLES.

[Act of Feb. 20, 1890.]

11. How effected.*—1. . . . *Provided, further,* That religious and benevolent corporations organized under the laws of the Territory of Dakota, of (or) State of South Dakota, may amend their articles of incorporation at any meeting of their trustees, regularly called, in such particulars as such trustees may deem necessary for the better accomplishment of the objects for which said corporations were created; provided that such amendments shall not in any way impair the obligation of existing contracts, and may be made at any regular meeting of the board of trustees of such religious or benevolent corporation, upon notice to each member of such board of trustees of the proposed amendment and the time when said proposed amendment will be considered.

12. Amended articles to be filed.—2. The articles of incorporation, as amended, shall be signed by the president and secretary of the corporation, who shall certify under the amended seal, that the provisions of section one of this act have been complied with. When so certified said amended article shall be filed with the secretary of state, the same as provided for articles of incorporation, and from such filing shall be the legal articles corporate of the incorporation.

*The other portions of § 1 apply to stock corporations.

TENNESSEE.

CONSTITUTION.

ART. I. DECLARATION OF RIGHTS.

[In effect, Mar. 26, 1870.]

1. Liberty of worship assured.—3. That all men have a natural and indefeasible right to worship Almighty God according to the dictates of their own conscience; that no man can of right be compelled to attend, erect, or support any place of worship, or to maintain any minister against his consent; that no human authority can in any case whatever, control or interfere with the rights of conscience; and that no preference shall ever be given, by law, to any religious establishment or mode of worship.

2. No religious tests allowed for public trusts.—4. That no political or religious test, other than an oath to support the Constitution of the United States and of this State, shall ever be required as a qualification to any office or public trust under this State.

ART. XI. MISCELLANEOUS.

3. General laws to be passed.—8. . . . No corporation shall be created, or its powers increased or diminished, by special laws; but the general assembly shall provide by general laws for the organization of all corporations hereafter created, which laws may, at any time, be altered or repealed; and no such alteration or repeal shall interfere with or divest rights which have become vested.

CODE, 1884. SUPPLEMENT, 1893.

TITLE IX. OF CORPORATIONS.

CHAP. III. OF PRIVATE CORPORATIONS. ART. I. GENERAL PROVISIONS.

4. Private incorporations legal.—1691. Private corporations may be formed and charters obtained by them in the manner and for the purposes hereinafter provided.

5. Application for charter, form of.—1692. Any five or more persons, over the age of twenty-one, desiring to form a corporation for any of the purposes in this chapter mentioned, shall copy the form of charter adapted to the purpose, filling the necessary blanks, and append to the same an application in these words:

“We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a charter of incorporation, for the purposes and with the powers declared in the foregoing instrument. Witness our hands the — day of —, 18—.”
(To be signed by the applicants.)

6. Certificate of registration, regulations for.*—1693. The said instrument, when probated as hereinafter provided, with application, probates and certificates, is to be registered in the county where the principal office of the company is situated, and also registered in the office of the secretary of state; and a certificate of registration given by the secretary of state, under the great seal of the State, shall, when registered in the register's office of said county, with the *fac simile* of said seal, complete the formation of the company as a body politic; and the validity of the same in any legal proceeding shall not be collaterally questioned.

7. Registration to be coextensive with agencies.—1694. If the corporation establishes agencies in any other county, the instrument must be registered there also.

8. Amendments to charters, how secured.—1695. Any corporation which may desire to change its name, increase its capital stock, or obtain any powers granted herein, shall have the right to do so, by the board of directors copying said amendment, and making an application in these words:

“STATE OF TENNESSEE—ACT OF INCORPORATION.

“We, the undersigned, comprising the board of directors of (here insert the name of the corporation), apply to the State of Tennessee, by virtue of the general laws of the land, for an amendment to said charter of incorporation, for the purpose of investing said corporation with the power (here state the clause in the general law aforesaid, which is desired as an amendment, or if it be simply to change the name, so state the

* See No. 9, p. 480.

fact). Witness our hands the — day of —." (To be signed by the directors.)

9. Amendments to be acknowledged and registered.—1696. This instrument shall be probated or acknowledged as hereinafter provided, and the certificate of registration given by the secretary of state, under the great seal of the State, shall complete the amendment to said act of incorporation, and the validity thereof shall not, in any legal proceeding, be collaterally questioned.

10. List to be published by the secretary of state.—1697. The secretary of state shall have published and bound with the acts of each general assembly, a certified list of all corporations organized under this chapter, giving the name and date of organization of each corporation, and such publication shall be legal evidence of the existence of such corporations.

11. Legislature can amend or repeal.—1699. The powers conferred on any company incorporated hereunder shall be subject to repeal or amendment at the will of the legislature.

12. Prior legal obligations valid and binding.—1700. Any obligation, contract, mortgage, trust deed, agreement in writing or otherwise, heretofore made and entered into by or with any association of persons, either as an actual or pretended corporation, or as individuals, who may become a body politic and corporate, under the provisions hereof, for the payment of money or the performance of any lawful act, shall be binding upon such obligor or obligors, in favor of such body politic and corporate, just as if such obligation, contract, mortgage, trust, or agreement had been originally made and entered into by and with such body politic and corporate, when it was legally in existence.

13. Evidences of prior legal obligations valid.—1701. Any instrument evidencing such obligation, contract mortgage, trust deed, or agreement required by existing laws to be registered, whether registered before or after the creation of such body politic and corporate, shall be deemed, taken and considered as notice to the world, from the time of such registration, notwithstanding the fact it may have come into existence subsequent to the registration of such instrument or instruments.

14. Change in number of directors.—1702. All private corporations may increase or diminish the number of their

directors, to any number not less than five, upon the vote of the stockholders representing three-fourths of the capital stock.

15. Fees of State officers.—1703. For their services, the secretary of state and register shall each receive a fee of three dollars, and the clerk the same fees as for probate of deed.

ART. III. CORPORATIONS NOT FOR PROFIT.

16. Purposes.—1773. Charters may be granted to any association of individuals organized for the general welfare of society, and not for individual profit, as follows:

I. The support of public worship, the building of churches and chapels, and the maintenance of all missionary undertakings. . . .

17. Form of charter.—1774. The form of a charter for any of the foregoing purposes shall be as follows:

“STATE OF TENNESSEE—CHARTER OF INCORPORATION.

“Be it known, that (here fill this blank with the names of five or more persons who desire to be incorporated), are hereby constituted a body politic and corporate, by the name and style of (here fill the blank with the name of the corporation, and state the general purposes for which the charter is sought, embracing a full but not necessarily minute, account of the objects of the association, and embodying, *verbatim*, somewhere in the statement, the proper one or more of the five paragraphs* in the section aforesaid, within the purview of which said objects must come).”

18. General powers.—1775. The general powers of said corporation shall be to sue and be sued by the corporate name; to have and use a common seal, which it may alter at pleasure; if no common seal, then the signature of the name of the corporation, by any duly authorized officer, shall be legal and binding; to purchase and hold, or receive by gift, bequest or devise, in addition to the personal property owned by the corporation, real estate necessary for the transaction of the corporate business, and also, to purchase or accept any real estate in payment, or part payment, of any debt due to the corporation, and sell the same; to establish by-laws, and make all rules and regulations, not inconsistent with the laws and constitution, deemed expedient for the management of corporate affairs; and

*See No. 16, p. 461.

to appoint such subordinate officers and agents, in addition to a president and secretary or treasurer, as the business of the corporation may require, designate the name of the office, and fix the compensation of the officer.

19. Officers and directors.—1976. The said five or more corporators shall, within a convenient time after the registration of this charter in the office of the secretary of state, elect from their number a president, secretary and treasurer, or the last two officers may be combined into one; said officers and the other corporators to constitute the first board of directors.

20. Elections, regulations for.—1977. In all elections, each member to be entitled to one vote, either in person, or by proxy, and the result to be determined by a majority of the votes cast. Due notice of any election must be given by advertisement in a newspaper, personal notice to the members, or a day stated on the minutes of the board, six months preceding the election.

21. Directors, record of proceedings.—1978. The board of directors shall keep a record of all their proceedings, which shall be at all times subject to the inspection of any member. The corporation may establish branches in any other county in the State.

22. Number of directors.—1979. The board of directors may have the power to increase the number of directors to fifteen or eighteen, if they deem the interest of the corporation requires such increase, and the first or any subsequent board of directors may have the power to elect other members, who, on acceptance of membership, shall become corporators equally with the original corporators.

23. Prerequisites of membership.—1980. The board of directors shall have the right to determine what amount of money paid into the treasury shall be a prerequisite for membership, or, if necessary, what amount shall be thus annually paid; and a failure thus to pay, shall, in the discretion of the directors, justify the expulsion of said defaulting member.

24. Term of office.—1982. The term of all officers may be fixed by the by-laws; the said term not, however, to exceed three years. All officers hold over until their successors are duly elected and qualified.

25. No profits to members.—1983. The general welfare of society, not individual profit, is the object for which this charter is granted, and hence the members are not stockholders in the legal sense of the term, and no dividends or profits shall be divided among the members.

26. Corporations, how dissolved.—1984. The members may, at any time, voluntarily dissolve the corporation, by a conveyance of its assets and property to any other corporation holding a charter from the State for purposes not of individual profit, first providing for corporate debts. A violation of any of the provisions of the charter shall subject the corporation to dissolution at the instance of the State.

27. Charter may be modified or amended.—1985. This charter is subject to modification and amendment; and in case said modification or amendment is not accepted, corporate business is to cease, and the assets and property, after payment of debts, are to be conveyed, as aforesaid, to some other corporation holding a charter for purposes not connected with individual profit. Acquiescence in any modification thus declared, shall be determined in a meeting of the members, especially called for that purpose, and only those voting in favor of the modification shall thereafter compose the corporation.

28. Property not to be employed for other than charter objects.—1986. The means, assets, income or other property of the corporation shall not be employed, directly or indirectly, for any other purpose whatever, than to accomplish the legitimate objects of its creation, and by no implication or construction, shall it possess the power to issue notes or currency, deal in currency, notes or coin, buy and sell products, or engage in any kind of trading operation, nor hold any more real estate than is necessary for its legitimate purposes.

29. Expulsion and liability.—1987. Expulsion shall be the only remedy for the non-payment of dues by the members, and there shall be no individual liability against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors.

30. Certain charters validated.—1989. 1. That all charters or articles of incorporation heretofore taken out under the general corporation laws of this State which were or have been acknowledged or proven before notaries public, are hereby

ratified and confirmed, and shall have and possess the same validity, force, and effect as if the charters of such corporations had been acknowledged before the county court clerks. (As amended, March 10, 1890.)

TITLE X. OF RELIGIOUS ASSOCIATIONS.

CHAP. I. OF REGULATIONS RELATING TO RELIGIOUS ASSOCIATIONS AND THEIR PROPERTY.

31. Limit on real estate.—2006. Any religious denomination or society, whether incorporated or not, may take, by deed or otherwise, and hold, not exceeding five acres of land at one place for purposes of public worship, or for a parsonage. (As amended, Feb. 16, 1889.)

32. Title vested in trustees.—2007. All lands bought, or otherwise acquired by any religious denomination or society, shall be vested in a board of trustees or other persons designated by the members of such denomination or society, for the use and benefit thereof.

33. Trustees may sell lands subject to church regulations.—2008. In all cases where any elders, trustees or church officer or officers, in any of the various churches or organizations of any religious denomination in this State, shall have had, or may hereafter have any lands conveyed to them for the use of their respective churches or congregations as building sites, or for any other purpose, by deed, grant, devise or in any other manner, they or their successors in office, according to the regulations of such church or congregation, may sell and convey the same by deed, which deed, when officially signed by such elders, trustees, or other church officer or officers, or their successors in office, and proven and registered as other deeds, shall pass the title, whether for life, for years or in fee, to such land, to the purchaser, in as full and ample a manner as if said church officer or officers held the same as a corporation, and had conveyed it by deed under their corporate name.

DENOMINATIONAL TRUSTEES.*

[Act of March 4, 1891.]

34. How incorporated.—Charter of incorporation may be granted to any persons not less than five in number, who

* Chap. 32, laws of 1895, provides for form of charter for executive committees, boards, or trustees of religious foreign missionary societies.

have been selected and appointed by any religious denomination for the purpose to take out charter and become a body politic and incorporate, with power to receive, collect and hold in trust, for the benefit of religious denominations so appointing them, all donations, bequests, devises, legacies, and grants of land and personalty that may be given, conveyed, or bequeathed to such corporation for any religious, benevolent, educational, missionary, or charitable object: and said corporation shall hold the same in accordance with the direction of the donor, conveyer or testator, and administer the same for the specific object indicated by the donor, conveyer or testator under the religious denomination so appointing the trustees: and in all cases in which the conveyer, donor or testator has not indicated any special or general object to which the same shall be applied or administered, then the same may be administered in behalf of any religious, educational, benevolent, or charitable object or objects to which the governing body of such denomination shall indicate and direct.

35. Name and seal.—2. That such corporation shall have a corporate name, seal, may sue and be sued, have succession, and the form of the charter shall be the same as that set out in article 3, § 1974,* of the revised code of Tennessee, compiled and edited by Milliken & Vertrees, and the act of 1875, chapter 142, under the head of corporations for general welfare and not for profit.

36. Charter to be registered, etc.—3. That the charter for said corporation shall be obtained and taken out, signed, acknowledged and registered in all respects as now provided by law for the (other) organizations.

* See No. 17, p. 481.

TEXAS.

CONSTITUTION.

ARTICLE I. BILL OF RIGHTS.

[In effect, April 18, 1876.]

1. No religious test for officers.—4. No religious test shall ever be required as a qualification to any office or public trust in this State; nor shall any one be excluded from holding office on account of his religious sentiments, provided he acknowledge the existence of a Supreme Being.

2. Freedom in religious worship guaranteed.—6. All men have a natural and indefeasible right to worship Almighty God according to the dictates of their own consciences. No man shall be compelled to attend, erect or support any place of worship, or to maintain any ministry against his consent. No human authority ought, in any case whatever, to control or interfere with the rights of conscience in matters of religion, and no preference shall ever be given by law to any religious society or mode of worship. But it shall be the duty of the legislature to pass such laws as may be necessary to protect equally every religious denomination in the peaceable enjoyment of its own mode of public worship.

3. No appropriations for sectarian purposes.—7. No money shall be appropriated or drawn from the treasury for the benefit of any sect or religious society, theological or religious seminary; nor shall property belonging to the State be appropriated for any such purposes.

ARTICLE XII. PRIVATE CORPORATIONS.

4. General laws to be passed.—1. No corporation shall be created except by general laws.

2. General laws shall be enacted providing for the creation of private corporations, and shall therein provide fully for the adequate protection of the public and of the individual stockholders.

STATUTES, 1888. SUPPLEMENT, 1893.

TITLE XX. CORPORATIONS, PRIVATE.

CHAP. II. CREATION OF CORPORATIONS.

5. Private corporations, how created.—565. Private corporations may be created by the voluntary association of three or more persons, for the purposes and in the manner hereinafter mentioned.

6. Purposes.—566. The purposes for which private corporations may be formed are:

1. The support of public worship.
2. The support of any benevolent, charitable, educational or missionary undertaking. . . .

7. Charter, requisites of.—567. A charter must be prepared, setting forth:

1. The name of the corporation.
2. The purpose for which it is formed.
3. The place or places where its business is to be transacted.
4. The term for which it is to exist.
5. The number of its directors or trustees, and the names and residences of those who are appointees for the first year.
6. The amount of the capital stock, if any, and the number of shares into which it is divided.*

8. Charter to be subscribed and acknowledged. Women cannot be corporators of churches.—568. The charter of an intended corporation must be subscribed by three or more persons, two of whom at least must be citizens of this State, and must be acknowledged by them before an officer duly authorized to take acknowledgment of deeds. *Provided*, That all charters for the purposes named in clause 2 . . . of article 566† of this chapter and title may be subscribed by married women, who may also be stockholders, officers, and directors thereof; and their acts, contracts and deeds shall be as binding and effective for all the purposes of said corporation as if they were males, and joinder and consent of their husbands and privy examinations separate and apart from them shall not be required. [As amended, July 4, 1887.]

* See No. 35, p. 494.

† See No. 6, p. 487.

9. Charter to be filed and recorded. Copy to be evidence.—569. Such charter shall thereupon be filed in the office of the secretary of state, who shall record the same at length in a book kept for that purpose, and retain the original on file in his office. A copy of the charter, or of the record thereof certified under the great seal of the State, shall be evidence of the creation of the corporation.

10. Date and evidence of corporate life.—570. The existence of the corporation shall date from the filing of the charter in the office of the secretary of state, and the certificate of the secretary of state shall be evidence of such filing.

11. Amendments to charters, how secured.—571. Any private corporation heretofore organized or incorporated, or which may hereafter be organized or incorporated, for any of the purposes mentioned in this chapter, may amend or change its charter or act of incorporation, by filing, authenticated in the manner required by this chapter as to an original charter of incorporation, such amendments or changes with the secretary of state; and in case of a corporation created by special act of the legislature, said corporation shall cause the amendments or changes to its charter to be authenticated as required in the case of an original charter of incorporation, and filed with the secretary of state, together with the original charter of such company, and such amendments thereto, or changes therein, if any, as have been made by special act of the legislature, and the same shall be recorded by the secretary of state, followed by the proposed amendments or changes thereof.

12. Date and evidence of amendments.—572. The amendments or changes provided for in the preceding article shall take effect and be in force from the date of the filing thereof with the secretary of state, and the certificate of the secretary of state shall be evidence of such filing.

13. Certain amendments illegal.—573. No amendment or changes violative of the constitution or laws of this State, or of any of the provisions of this title, shall be of any force or effect which are not germane to the original purposes or charter of incorporation, and calculated to carry out and effect the same.

14. Legislature can amend or repeal charters.—574.

All charters or amendments to charters, under the provisions of this chapter, shall be subject to the power of the legislature to alter, reform or amend the same.

CHAP. III. POWERS AND DUTIES OF PRIVATE CORPORATIONS.

15. Powers.—575. Every private corporation, as such, has power:

1. To have succession by its corporate name for the period limited in the charter, not to exceed fifty years, and when no period is limited for twenty years.

2. To maintain and defend judicial proceedings.

3. To make and use a common seal.

4. To hold, purchase, sell, mortgage or otherwise convey such real and personal estate as the purposes of the corporation shall require, and also to take, hold and convey such other property, real, personal or mixed, as shall be requisite for such corporation to acquire in order to obtain or secure the payment of any indebtedness or liability due or belonging to the corporation.

5. To appoint and remove such subordinate officers and agents as the business of the corporation shall require, and to allow them a suitable compensation.

6. To make by-laws not inconsistent with existing laws for the management of its property, the regulation of its affairs and the transfer of its stock.

7. To enter into any obligation or contract essential to the transaction of its authorized business.

8. To increase or diminish, by a vote of its stockholders cast as its by-laws may direct, the number of its directors or trustees, to be not less than three nor more than thirteen.

9. Any private corporation created either by special act of the legislature, or under the provisions of the general law, for the support of any benevolent, charitable, educational or missionary undertaking, . . . whose charter may expire or may have expired by limitation may revive such charter with all the privileges and immunities and rights of property, real and personal, exercised and held by it at the date of the expiration of its said charter, by filing, with the consent of a majority of its stockholders, a new charter under the provision of the general law of the State of Texas, reciting therein such original privileges and immunities and rights of property, and by filing

therewith a certified copy of such original forfeited charter; and any two or more of such corporations may revive and consolidate their charters under a new corporate name or under the name of either, with all the privileges, immunities, and rights of property, real and personal, enjoyed by each at the date of the expiration of their several charters, by, in like manner filing a charter, which shall recite the fact of consolidation, accompanied by certified copies of said original charters; *Provided*, This act shall not be construed to relieve any corporation from the payment of occupation taxes now or hereafter required by law. [As amended, Laws of 1883, chap. 95.]

16. Unnecessary lands to be disposed of.—575a4. All private corporations authorized by the laws of Texas, as provided in chapter 101, article 566, acts of 1891, twenty-second legislature, to do business in this State, whose main purpose is not the acquisition or ownership of lands, as mentioned in the preceding sections, which have heretofore, or may hereafter acquire, by lease, purchase or otherwise, more land than is necessary to enable them to carry on their business, shall, within fifteen years from the time this act takes effect, or the date said land may be hereafter acquired in good faith sell and convey in fee simple all lands so acquired, and which are not necessary for the transaction of their business.

And no private corporation shall be permitted to purchase any land under the provisions of this and the preceding sections unless the lands so purchased are necessary to enable such corporation to do business in this State, or except where such land is purchased in due course of business to secure the payment of debt: *Provided*, That nothing in this law shall be construed to prohibit the lease, purchase, sale, or subdivision of lands within incorporated towns, cities, or villages, and the suburbs of such towns, cities, and villages, within two miles from the limits of said incorporation in any direction.

17. Trustees, quorum of, and annual elections.—579. A majority of the directors or trustees shall constitute a quorum, and be competent to fill vacancies in the board, and to transact all business of the corporation. An annual election shall be held for directors or trustees at such time and place as the by-laws of the corporation may require.

18. Officers to be chosen.—580. The directors or trustees shall choose one of their number president, and shall ap-

point a secretary and treasurer and such other officers as they may deem necessary for the corporation.

19. By-laws to be adopted, etc.—581. The directors and trustees may adopt by-laws for the government of the corporation; but such by-laws may be altered, changed or amended by a majority vote of the stockholders at any election or special meeting ordered for that purpose by the directors or trustees, on a written application of a majority of the stockholders or members.

20. Number of directors may be increased.—582. All corporations heretofore created and now in existence under any law of this State, are hereby authorized to increase the number of directors or trustees of any such corporation.

21. Effect of failure to elect directors.—583. In case it should happen that an election for directors or trustees should not be held on the day appointed by the by-laws of any corporation, such corporation shall not for that reason be deemed to be dissolved, but it shall be lawful on any other day to hold a meeting and elect its directors or trustees in such manner as shall be prescribed by the by-laws thereof.

22. Property of religious corporations to vest in trustees, etc.—584. The secular affairs of a religious corporation shall be under the control of a board of trustees to be elected by the members of such corporation, and the title to all property of any such corporation shall vest in such trustees.

23. Property to be used only for charter objects.—589. No corporation created under the provisions of this title shall employ its stock, means, assets, or other property, directly or indirectly, for any other purpose whatever, than to accomplish the legitimate objects of its creation.

24. May recover debts from members.—593. All bodies corporate may sue for, recover and receive from their respective members, all arrears or other debts, dues or other demands, which now are, or hereafter may be owing to them, in like mode, manner and form, as they might sue for, recover and receive the same from any person not a member of their body.

CHAP. IV. MISCELLANEOUS PROVISIONS.

25. Misnomer not to vitiate conveyances, etc.—598.
No misnomer of any corporation shall defeat or vitiate any gift, grant, conveyance, devise or bequest to the same

26. Obligation to ostensible corporation may be valid.—599. No person who assumes an obligation to an ostensible corporation as such, shall resist the enforcement of such obligation on the ground that there was in fact no such corporation, until that fact has been adjudged in a direct proceeding had for the purpose.

27. Conveyances, how made.—600. Any corporation may convey lands by deed, sealed with the common seal of the corporation, and signed by the president or the presiding member or trustee of said corporation; and such deed, when acknowledged by such officer to be the act of the corporation, or proved in the manner prescribed for other conveyances of lands, may be recorded in like manner and with the same effect as other deeds.

28. Corporations under act of 1871 validated.—602.
All articles of association filed in the state department in accordance with the provisions of an act entitled “An act concerning private corporations,” purporting to have been passed December 2, 1871, are hereby validated as fully as if filed under the provisions of this title.

29. Records of corporation to be evidence.—601.
The records of any company incorporated under the provisions of any statute of this State, or copies thereof duly authenticated by the signatures of the president and secretary of such company, under the corporate seal thereof, shall be competent evidence in any action or proceeding to which such corporation may be a party.

CHAP. V. DISSOLUTION OF PRIVATE CORPORATIONS.

30. How effected.—604. A corporation is dissolved:
1. By the expiration of the time limited in its charter.
2. By a judgment of dissolution rendered by a court of competent jurisdiction.

31. Limit for commencing operations three years.—605. Every corporation created under this title, or any general

law of this State, shall commence active operations within three years after filing its charter with the secretary of state, and in default thereof said corporation shall be dissolved and its charter become void.

32. Trustees may be receivers.—606. Upon the dissolution of any corporation already created by or under the laws of this State, unless a receiver is appointed by some court of competent authority, the president and directors or managers of the affairs of the corporation at the time of its dissolution, by whatever name they may be known in law, shall be trustees of the creditors and stockholders of such corporation, with full power to settle the affairs, collect the outstanding debts, and divide the moneys and other property among the stockholders, after paying the debts due and owing by such corporation at the time of its dissolution as far as such money and property will enable them; and for this purpose they may maintain or defend any judicial proceeding.

33. Responsibility of receivers.—607. The trustees mentioned in the preceding article shall be severally responsible to the creditors and stockholders of such corporation to the extent of its property and effects that shall have come into their hands.

CHAP. XI. RELIGIOUS, CHARITABLE AND OTHER CORPORATIONS.

34. Churches, how incorporated. Powers. Trustees cannot exercise spiritual functions.—637. Any religious society . . . may, by the consent of a majority of its members, become bodies corporate under this title, electing directors or trustees, and performing such things as are directed in the case of other corporations; and, when so organized, shall have all the powers and privileges, and be subject to all the restrictions in this title contained, for the objects named in the charter, and shall have the same power to make by-laws for the regulation of their affairs as other corporations.

Such directors and trustees shall not usurp or exercise the functions of the officers in charge of the spiritual affairs of any society.

35. Church charters need not include capital stock.

—638. No religious, literary, social, scientific, industrial, benevolent or other society, association, company, corporation or institution, that does not have a capital stock, will be required in its charter to make any statement of the amount of capital stock or amount of each share; but such charter, if it contains the other statements therein required, and also an estimate of the value of the goods, chattels, lands, rights and credits owned by the corporation, will be sufficient.

UTAH.*

CONSTITUTION.

ARTICLE I. DECLARATION OF RIGHTS.

(In effect, Jan. 4, 1896.)

1. No religious tests for office, nor establishment of religion, etc.—4. The rights of conscience shall never be infringed. The State shall make no law respecting an establishment of religion or prohibiting the free exercise thereof; no religious test shall be required as a qualification for any office of public trust or for any vote at any election, nor shall any person be incompetent as a witness or juror on account of religious belief or the absence thereof. There shall be no union of church and State, nor shall any church dominate the State or interfere with its functions. No public money or property shall be appropriated for or applied to any religious worship, exercise or instruction, or for the support of any ecclesiastical establishment

2. All charters revocable.—23. No law shall be passed granting irrevocably any franchise, privilege or immunity.

ARTICLE III. ORDINANCE.

3. Freedom of worship assured.—The following ordinance shall be irrevocable without the consent of the United States and the people of this State:

First, Perfect toleration of religious sentiment is guaranteed. No inhabitant of this State shall ever be molested in person or property on account of his or her mode of religious worship.

ARTICLE VI. LEGISLATIVE DEPARTMENT.

4. General laws to be enacted. Limits on legislative power.—26. The legislature is prohibited from enacting any private or special laws.

* Utah has become the forty-fifth State. The enabling act was approved July 17, 1894, and the Territory admitted Jan. 4, 1896. For U. S. laws applicable in the Territories see Arizona, p. 4. See also No. 12, p. 497.

Sixteenth, Granting to an individual, association, or corporation any privilege, immunity, or franchise.

Eighteenth, The legislature may repeal any existing special law relating to the foregoing subdivisions.

In all cases where a general law can be applicable no special law shall be enacted.

5. Future benefits dependent upon acceptance of constitution.—2. . . . no corporation in existence at the time of the adoption of this constitution shall have the benefit of future legislation without first filing in the office of the secretary of state an acceptance of the provisions of this constitution.

6. Charter not to be extended.—3. The legislature shall not extend any franchise or charter of any corporation now existing or which shall hereafter exist under the laws of this State.

7. Definition and powers of corporations.—4. The term "corporation," as used in this article, shall be construed to include all associations having any powers or privileges of corporations not possessed by individuals or partnerships, and all corporations shall have the right to sue, and shall be subject to be sued, in all courts in like cases as natural persons.

ARTICLE X. EDUCATION.

8. No appropriations for religious institutions.—13. Neither the legislature nor any public corporation shall make any appropriation to aid in the support of any school or other institution controlled in whole or in part by any church, sect, or denomination whatever.

ARTICLE XII. CORPORATIONS.

9. General laws to be enacted.—1. Corporations may be formed under general laws, but shall not be created by special acts. All laws relating to corporations may be altered, amended, or repealed by the legislature, and all corporations doing business in this State may, as to such business, be regulated, limited, or restrained by law.

10. Conditions precedent to transaction of business.—9. No corporation shall do business in this State without having one or more places of business, with an authorized agent or agents upon whom process may be served, nor without first

filing a certified copy of its articles of incorporation with the secretary of state.

11. Limit upon business.—10. No corporation shall engage in any business other than that expressly authorized in its charter or articles of incorporation.

ARTICLE XXIV. SCHEDULE.

12. Territorial laws in force.—2. All laws of the Territory of Utah now in force, not repugnant to this constitution, shall remain in force until they expire by their own limitations, or are altered or repealed by the legislature. . . .

COMPILED LAWS, 1888.

[With amendments to 1895.]

PART IV. CHAP. I. PRIVATE CORPORATIONS AND ASSOCIATIONS.

13. Number of corporators.—2267. Hereafter, whenever any number of persons, not less than five, one-third of whom being residents of this Territory, and desirous of associating themselves together for the establishing and conducting any . . . colleges, seminaries, churches, libraries, or any other benevolent, charitable, or scientific associations, or for any rightful subject, consistent with the constitution and laws of the United States and the laws of this Territory, and who wish to incorporate for that purpose, may, by complying with the provisions of this act, become a body corporate.

14. Agreement, contents of.*—2268. They shall enter into an agreement in writing, signed by each of them, and by at least three of their number acknowledged before the probate judge of the county in which they have established or intend to establish their principal place of business, stating the precinct or city, and stating the name of the association, their names and places of residence written in full, the time of its duration, which shall not in any case be less than three years nor more than fifty years, the pursuit or business agreed upon, specifying it in general terms, the place of its general business, . . . the number and kind of officers for the association, with their qualifications and term of office and the time and manner of

* See No. 28, p. 501.

their election, removal and resignation, how many of the entire board of directors or trustees shall be necessary to form a quorum and be authorized to transact the business, and exercise the corporate powers of the corporation . . . with such additional clauses as they deem necessary for the conducting of the business and its future safety and welfare. To this there shall be added the oath or affirmation of three or more of their number to the effect that they have commenced, or it is *bona fide* their intention to commence, and carry on the business mentioned in the agreement. [As amended, Mar. 13, 1890.]

15. Agreement to be recorded.—2269. The agreement, with the oath or affirmation, shall, within ten days from its due execution, be deposited with the probate clerk of the county in which the general business is to be carried on, and shall be by him recorded in a book to be prepared for that purpose and kept in his office, the expenses of which recording shall be paid by the association.

16. Filing agreement. Certificate of incorporation.—2271. So soon as the agreement and oath or affirmation and oath of office and bonds are filed, the clerk of the probate court shall issue under the seal of the court, a certificate . . . ; *Provided*, That corporations formed for religious, social, benevolent, educational or scientific purposes, . . . shall not be required to file copies of their articles in the office of the secretary of the Territory, but the clerk of the probate court shall issue to such corporations, under the seal of the court, a certificate to the effect that the articles of agreement and oath or affirmation have been filed in his office, which certificate shall be evidence of the due incorporation of the same.

17. Powers. By-laws. Quorum of directors.—2272. The corporation in its name shall have power to make contracts, to sue and to be sued, to have a seal, which it may alter at pleasure, to buy, use, and sell or dispose of all such real estate as may be necessary for its general business and such as shall be necessary for the collection of its debts or judgments or decrees in its favor; but it shall not have power to enter into, as a business, the buying and selling of real estate. It may make all such by-laws, rules and regulations, not inconsistent with the laws in force, or which may be in force in this Territory, and not inconsistent with other corporate rights, and vested privileges, as may be necessary to carry into effect the

object of the association; and such by-laws, rules and regulations may be made in a general meeting of the stockholders or by a board of directors or trustees selected by them. . . . The corporate powers of the corporation shall be exercised by the board of directors or trustees. . . . The number of directors or trustees named in the agreement of incorporation as being sufficient to form a quorum for the transaction of business shall form a board, providing that a quorum shall not be less than one-fourth of the whole number of directors or trustees, and every decision of a majority of the board so formed shall be valid as a corporate act, and all corporate acts heretofore exercised by the board of directors or trustees of any corporation organized under and by virtue of the laws of Utah Territory, are hereby validated and confirmed. [As amended, Mar. 13, 1890.]

18. Settlement after dissolution, how effected.*—2275. Whenever the corporation shall be dissolved, if there shall be debts or claims due to it, or debts and obligations against it, or assets, real or personal, not converted into money for distribution, the corporate powers shall be continued for the purpose of collecting the debts or claims due and paying its debts or obligations, and selling and converting its assets into money and distributing the same among the stockholders; and if no sufficient means of effecting the object and intent of this section be provided in the agreement or by-laws, the court shall have power on the application of any person interested, to make all needful rules and orders and judgments necessary to carry the provisions of this section into effect.

19. Removal of officers. Term of service.—2277. The directors, trustees or other officers may be removed from office for misconduct in the manner prescribed by the agreement of incorporation or the by-laws, and all such officers after being qualified to act may continue to act unless removed for misconduct until their successors are elected or appointed and qualified. [As amended, Mar. 13, 1890.]

20. Postponed elections, when to be held.—2278. If, from any cause, the officers shall not be elected at the time provided in the agreement or by-laws, such election may be made at such other time as the officers and directors may appoint. If such appointment be not made within three months, then at the call of any six stockholders.

*§ 2274, on Dissolution, appears to apply only to stock corporations.

21. Records to be kept.—2279. It shall be the duty of the corporation to keep true and correct books of its proceedings and business.

22. False entries on records, etc.—2281. If the secretary, clerk, or other person having the charge of keeping the books of the corporation, or any other person whose duty it is to make entries in such books, shall willfully omit to make the proper entries, or shall and willfully make any false and fictitious entries therein, with intent to deceive or defraud the corporation or any stockholder, creditor or other person, he and his counsellors, advisers, aiders and abettors shall be deemed guilty of forgery, and shall be punished as provided by law for the punishment of the crime of forgery.

23. Improper practices to be punished.—2282. If any officer, director, employee, or other person having the charge or management of any money or other property of the corporation, or to whom any such money or other property shall be entrusted for any purpose whatever, shall fraudulently misapply, carry away, secrete, conceal or convert to his own use any such money or other property with intent to defraud such corporation, or any stockholder, creditors or other person, he, his counsellors, aiders and abettors shall be deemed guilty of embezzlement, and shall be punished as provided by law for the punishment of embezzlement.

24. Transcript of record.—2283. It shall be the duty of the clerk, with whom the records in this act mentioned are kept,* at the request of any person interested therein, or who needs the same for evidence, on being paid his fees therefor, to give a transcript of such record under the seal of said court, . . . which transcript shall be conclusive evidence of such record and *prima facie* evidence of the facts therein stated.

25. Must commence operations within two years.—2284. Non-use for two years of the franchise herein given, shall be a forfeiture of the privileges herein granted.

26. Legislature may amend or repeal.—2287. The governor and legislative assembly may hereafter modify or repeal this act; but if it be repealed, or if the franchise of any corporation organized under this act, shall be forfeited, the corpo-

* See No. 16, p. 498.

ration may continue for the purposes specified in section 9* of the act to which this is an amendment.

INCORPORATION OF RELIGIOUS SOCIETIES.

27. Directors to be elected.—2288. Religious, social, benevolent, scientific and other corporations included in section† 1 of this act, when pecuniary profit is not their object, may, in accordance with the rules, regulations, or discipline of such association or institution, elect directors, the number thereof to be not less than three or more than thirteen, and may incorporate themselves as provided in this act.

28. Articles, contents of. Officers, term and qualifying of.—2289. Instead of the requirements provided for incorporating associations in section‡ 2 of this act pertaining to subscription of capital stock, or the payment thereof, it shall be sufficient for the associations mentioned in the preceding section, if the articles of agreement or incorporation set forth the holding of the election of directors, the time and place where the same was held, that a majority of the members of such religious, social, scientific, or benevolent association, or branch thereof, were present at such election and signed the articles of agreement and the result thereof; to be verified by the officers conducting such election. Said directors or other officers shall qualify and continue in office as provided in the articles of agreement or by-laws consistent with this act.

29. Powers. Annual report.—2290. Corporations referred to in the two preceding sections may hold all the property of the association, or members thereof, owned prior to incorporation or acquired thereafter in any manner, and transact all business relative thereto; but no such corporation must own or hold more real estate than may be necessary for the business and objects of the association; *Provided*, That incorporated associations of Masons, Odd Fellows, endowed institutions of learning, or other associations, under the provisions of this act, may hold such real estate as may be necessary to carry out their charitable purposes, or for the establishment and endowment of institutions of learning connected therewith. The directors must annually make a full report of all property, real and personal, held in trust for their corporation by them, and of the condition thereof, to the members of the association for which they are acting.

* See No. 18, p. 499,

† See No. 13, p. 497.

‡ See No. 14, p. 497.

30. Mortgage or sale must be authorized by members.—2291. Corporations organized by members of associations mentioned in section 22 of this act, may, when necessary for their good, mortgage or sell their real estate or personal property; *Provided*, That such mortgage or sale must be authorized by a two-thirds majority vote of its members present at a duly called meeting for that purpose. Such sale may be made by the directors of such corporation and the proceeds thereof used as may be provided by the by-laws thereof.

31. Method of validating defective organizations.—2292. All associations incorporated, or purported to be incorporated under the laws of this Territory, which have heretofore filed, acknowledged, verified and recorded their articles of agreement, or incorporation, in any county of the Territory, shall be established and confirmed as corporations from the time of the organization thereof, as fully as if said articles were acknowledged, verified, filed and recorded in the county of the principal place of business of said incorporation, upon the filing of such incorporation of certified copies of its articles and certificate of incorporation with the secretary of the Territory, and with the clerk of the county court of the county of this Territory in which its principal office or place of business is situated.

PART IX. CHAP. III. INTERPRETATION.

32. What certain words include.—2983. Words used in one tense may include either; the masculine the feminine; the singular the plural; and the plural the singular; “person” may include a partnership, corporation or company; “writing” may include printing, and “oath” include affirmation or declaration; “signature” may include a mark with the person’s name written near it, and witnessed by some person who can write; and where joint authority is given to three or more persons, such authority executed by a majority of such persons shall be valid, unless otherwise restricted in the law or instrument conferring such authority.

33. Meaning of “seal.”—2984. The word “seal” may include a scroll, printed or written, opposite the signature.

PARTICULAR DENOMINATIONS.

34. Sections 2438 to 2443 contain the ordinance for the incorporation of the Church of Jesus Christ of the Latter-Day Saints, commonly known as the Mormon Church.

VERMONT.

CONSTITUTION.

(In effect, July 9, 1793.)

CHAP. I.

1. Religious freedom guaranteed. Observance of the Sabbath.—3. All men have a natural and unalienable right, to worship Almighty God, according to the dictates of their own consciences and understandings, as in their opinion shall be regulated by the word of God; and . . . no man ought to, or of right can be compelled to attend any religious worship, or erect or support any place of worship, or maintain any minister, contrary to the dictates of his conscience, nor can any man be justly deprived or abridged of any civil right as a citizen, on account of his religious sentiments, or peculia(r) mode of religious worship; and . . . no authority can, or ought to be vested in, or assumed by, any power whatever, that shall in any case interfere with, or in any manner control the rights of conscience, in the free exercise of religious worship. Nevertheless, every sect or denomination of Christians ought to observe the Sabbath or Lord's day, and keep up some sort of religious worship, which to them shall seem most agreeable to the revealed will of God.

CHAP. II.

2. Assembly's power over charters.—9. The general assembly . . . shall have power to . . . grant charters of incorporation.

3. Religious societies to be protected.—41. . . . All religious societies, or bodies of men, that may be hereafter united or incorporated for the advancement of religion . . . shall be encouraged and protected in the enjoyment of the privileges, immunities, and estates, which they in justice ought to enjoy, under such regulations as the General Assembly of this State shall direct.

REVISED LAWS, 1880.*

TITLE I. CONSTRUCTION OF STATUTES. CHAP. I.

4. Pews are real estate.—9. . . . Pews or slips in places of public worship shall be treated as real estate.

TITLE XI. CHAP. LXXXIII. LEVY OR EXECUTION.

5. Pews cannot be sold on execution.†—1556. The goods or chattels of a debtor may be taken and sold on execution except . . . one pew or slip in a meeting house or place of religious worship.

TITLE XIII. CHAP. XCVIII. CONVEYANCES AND DEVISES OF REAL AND PERSONAL ESTATE FOR RELIGIOUS PURPOSES.

6. Corporation may appoint agent.—1926. A public or private corporation, authorized to hold real estate, may convey the same by an agent appointed by vote for that purpose.

7. No estate to vest in ecclesiastical persons.—1956. No grant, conveyance, devise, or lease of personal or real estate to, nor a trust of such personal or real estate for the benefit of a person and his successor in any ecclesiastical office, shall vest an estate or interest in such person or his successor; and no such grant, conveyance, devise, or lease to or for such person, by the designation of such office, shall vest an estate or interest in a successor of such person. But this section shall not be deemed to admit the validity of such grant, conveyance, devise, or lease heretofore made.

8. Real estate to vest only in religious corporation.—1957. No future grant, conveyance, devise or lease, of real estate for the purpose of religious worship for the use of a congregation or society, shall vest a right, title or interest in a person to whom such grant, conveyance, devise or lease is made, unless the same is made to a corporation organized for the support of the gospel and the maintenance of public worship, or to procure, hold, and keep in repair a house of public worship according to law.

9. Past grants to vest in corporation at death of grantees.—1958. Real estate heretofore granted, devised, or demised, for the purpose mentioned in the preceding section, to a person in an ecclesiastical office or orders, shall be deemed to

* Examined to 1894.

† See No. 26, p. 508.

be held in trust for the benefit of the congregation or society using the same, and unless previously conveyed to a corporation as provided in the preceding section, shall, upon the death of the person in whom the legal title was vested, on the seventeenth of November, A.D. 1856, vest in the religious corporation formed by the congregation or religious society occupying and enjoying such real estate, if such a corporation organized according to law is in existence at the time of such death. If such congregation or society is not incorporated, the title of such real estate shall vest in the State.

10. Governor to reconvey, when.—1959. When title to such real estate vests in the State, it shall be under the charge of the governor, and, upon his being satisfied that such congregation or society has become a corporation according to law, he shall grant and convey such real estate and the rights, title, and interest of the State to such corporation, which shall thereupon be vested with such rights, title and interest.

TITLE XVIII. CHAP. CXXX. TOWNS.

11. Rents of town lands for religious purposes, how disposed of.—2707. The rents of lands granted to the use of the ministry or social worship of God, and the rents of lands granted to the first settled minister, shall, on the Friday preceding the last Tuesday in March in each year, be equally divided by the selectmen among the different organized religious societies in town who maintain public worship at least one-fourth of the Sabbaths in the year; and if there is no such society, the same shall be covered into the treasury, and may be appropriated to pay for preaching the gospel . . . as such town, by vote in town meeting called for that purpose in whole or in part, directs until a minister is settled, or a religious society organized in the town.

TITLE XXVII. CHAP. CLXIV. RELIGIOUS AND OTHER SOCIETIES.

12. Purposes.—3664. Persons may associate together and have all the powers of a corporation for either of the following purposes:

- I. To support the gospel, maintain public worship.
- II. To procure, hold, and keep in repair a house of public worship.

III. To procure, hold, and keep in repair a parsonage, the use and avails of which shall be appropriated to the support of public worship.

IV. To provide, hold, and keep in repair suitable grounds and other conveniences for burying the dead; and any one association may embrace one or more, or all the four objects above mentioned in this section. . . .

VIII. To establish and sustain libraries for Sabbath-schools, district schools, and for the use of pastors and ministers of the gospel, and for any purpose of intellectual or moral improvement.

13. How formed. Articles to be recorded.—3665. Such associations shall be formed by written articles, subscribed by the members, and specifying the object of the associations and the conditions on which they are founded.

Such articles of association shall be recorded in the town clerk's office of the town where such association is located, and shall be in substance as follows:

“We, the subscribers, hereby associate ourselves together as a corporation, under the laws of the State of Vermont, to be known by the name of (*here insert name*), for the purpose of (*here insert the purpose of the association*) at (*insert the name of the town*), in the county of (*insert name of county*) in said State, upon the following conditions, viz.: (*here insert the conditions under which the subscribers agree to associate themselves for the purpose named.*)

“Dated at this day of A.D. ”

Town clerks shall keep a separate book for recording such articles, and shall receive seven cents a folio for recording the same.

14. First meeting.—3666. The first meeting shall be notified, organized and held in the manner prescribed in the articles of association.

15. Corporate name and seal. By-laws.—3667. Such association may adopt a corporate name, either in the original articles, or by vote at the first meeting; and may, at any regular meeting, adopt a corporate seal, and alter the same at pleasure; and, when organized, may adopt such by-laws and regulations as are thought expedient, not inconsistent with the articles of association or with law.

16. Powers. Property to be used only for corpo-

rate objects.—3668. Such corporations, when organized, may sue and be sued, appear, prosecute, and defend to final judgment and execution, in courts of law or equity or elsewhere, and purchase and hold all the real and personal estate necessary to promote the object of the association, and which shall be exclusively devoted to that object.

17. Money, how raised. Shares of property.—3669. Such corporation may raise money as agreed upon in the articles of association, and may, by their articles of association or by-laws, or by vote, divide their stock or corporate property into shares, and regulate the terms and manner of holding the same.

18. Shares may be assessed.—3670. When the stock or corporate property is so divided into shares, the corporation, at a meeting notified for that purpose, may raise money by assessment on the shares or rights of the members in proportion to their several interests; and the payment of such assessments may be enforced by the sale or forfeiture of the estate of a member in such corporation; but no other estate of the members shall be taken or forfeited for the payment of such assessments.

19. Records to be kept. Evidence.—3671. The clerk or secretary of such corporation shall keep records of the proceedings; and such records may be read in evidence in court where the interest of such corporation is concerned.

20. Prior societies to retain powers conferred.—3672. Societies formed under the provisions of a previous law for purposes contemplated in this chapter, may have and exercise the powers conferred by such law.

21. Legislative control.—3673. Corporations formed under the provisions of this chapter shall be subject to such regulations or alterations as the legislature may make.

REPAIRS OF CHURCHES.

22. Notice of meeting to provide for.—3676. When a building owned and used as a house of public worship, needs repairs, and the owners are not an association under this chapter, or if such association has not the power by its articles of association to repair its house of public worship, any three persons who are owners in said house may call a meeting of those who are proprietors or pew owners, by posting a notice upon

the door of such house, at least fifteen days before such meeting, setting forth the time when such meeting will be held and the business to be transacted, and also causing said notice to be published three weeks successively in a newspaper circulating in the town where such house of worship is situated, the last of which publications shall be at least two weeks prior to such meeting.

23. Organization of meeting.—3677. At the time appointed, such meeting shall be organized by the appointment of a chairman and a secretary.

24. Voting. Committee of appraisal. Assessment.—3678. Owners of pews shall have one vote for each pew, and at the meeting a committee of three shall be elected by ballot, who shall appraise each interest and establish the proportion each interest shall bear to the whole, and the charges for such repairs shall be assessed upon the interest of each proprietor, agreeably to such proportion.

25. Meeting may assess pews and direct repairs.—3679. At such meeting the majority of such owners or proprietors may assess the pews in said house for defraying the expenses of repairing the house, and direct and make such repairs as the majority deem necessary. [As amended, Oct. 30, 1888.]

26. Sale of pews for non-payment.* Redemption.—3680. If the owner or occupant of pews so assessed does not pay the assessment to the person authorized by the meeting to collect the same, upon ten days' notice and demand after the completion of the repairs, such collector may sell the pews of such delinquent person at public auction to the highest bidder, upon giving notice thereof as is provided in section 3471 (§ 3676),† and the balance of the proceeds arising from the sale, if any, after paying the assessments, expense of advertising, and fees equal to those allowed by law for the collection of an execution, shall be paid to the owner of the property sold.

But the owner or occupant may, within six months after the sale, redeem the property, by paying to the person entitled to receive the same the amount paid for the property with accrued interest. And if such owner or occupant fails to redeem, the collector shall thereupon execute and deliver to the pur-

* See No. 5, p. 504.

† See No. 22, p. 507.

chaser a deed of such pews, which deed when recorded shall convey to the purchaser a title thereto.

MODE OF MOVING OR DISSOLVING RELIGIOUS ASSOCIATIONS.

27. Petition to court.—3681. When five members of a corporation or society, created for the support of the gospel and the maintenance of public worship, or to procure, hold and keep in repair a house of public worship, or a parsonage, or for all or any of said purposes, desire to dissolve or move such corporation or society, they may apply by petition in writing to the county court in the county in which said corporation or society is located; and said petition, with a citation, shall be served on said corporation, or society, like a writ of summons, at least twelve days before the sitting of said court.

28. Recognizance for petitioners.—3682. Before issuing said citation said petitioners shall cause some other person to recognize to said corporation or society in not less than five hundred dollars, to the satisfaction of the clerk of such court, conditioned that the said petitioners will prosecute their petition to effect, and answer the damages and costs if judgment is rendered against them; and a minute of the recognizance, with the name of the surety and the sum in which he is bound, shall be made upon the citation at the time of the signing of the same, and signed by said clerk; and if said citation is otherwise issued the same on motion shall abate.

29. Society may defend.—3683. When such petition is brought, the members of said corporation or society may appear and defend in the name of said corporation or society, by filing a bond with the clerk in the penal sum of not less than five hundred dollars, conditioned for the payment of the costs which the petitioners may recover against said corporation or society.

30. Appointment of commissioners.—3684. The county court, if no sufficient cause is shown to the contrary, shall at the first term of the court appoint three disinterested persons to be commissioners, who shall fix a time and place for hearing, and give a reasonable notice thereof to those who defend; but if, at the time of giving said notice, no person has entered to defend, said commissioners shall give notice of said hearing by posting a notice thereof, at least ten days before said

hearing, in three or more public places in the town in which said corporation or society is located.

31. Proceedings if petition be granted.—3685. If upon the hearing it appears to be for the best interest of a majority of the members of said corporation or society or the persons interested therein, that the same should be dissolved or moved, and that the property should be divided among the owners thereof, or that said property should be sold and the proceeds divided, the commissioners shall so report to the court, at its next regular term; and the court shall thereupon render judgment in accordance with the facts found and that said corporation or society is dissolved, and that the property belonging to it, whether real or personal, shall be divided, or sold and its proceeds divided among the owners thereof, or the persons interested therein, as to the court seems just, and for the petitioners to recover their costs, if defense is made to said petition; but if no defense is made, the petitioners shall pay the costs and the court shall so order.

32. Warrant for distribution.—3686. The court shall, upon the final determination of said petition, issue its warrant, as final process in civil causes is now issued, to said commissioners, commanding them forthwith to make distribution of the property belonging to said corporation or society among the members thereof and the parties interested therein, as to said commissioners seems just, and make return thereof with their doings thereon to the clerk of the court and to the town clerk's office in the town where said corporation or society is located, and cause the same to be there recorded, within ninety days from issuing the same.

33. Proceedings if society prevails.—3687. If upon the hearing of said petition it appears to the commissioners that the best interests of the members of the corporation or society, or the persons interested therein, do not demand that the corporation or society be dissolved, they shall so report, and judgment shall be rendered thereupon for defendant to recover his costs.

34. Commissioners' fees.—3688. Each commissioner shall be allowed for his services two dollars a day and his expenses and money necessarily paid out in the performance of

his duty; all other costs incurred shall be taxed as costs are now taxed in hearings before a referee in civil causes.

PARTICULAR DENOMINATIONS.

35. Sections 1960-63, Title XIII, Chap. XCVIII, make special provisions for the Methodist Episcopal Church.

Sections 1963-64 make special provisions for the Protestant Episcopal Church.

VIRGINIA.

CONSTITUTION.

[In effect, Jan. 26, 1870.]

ARTICLE V.

1. No charters to be granted to churches.—17. The general assembly shall not grant a charter of incorporation to any church or religious denomination, but may secure the title to church property to an extent to be limited by law.

ARTICLE XI.

2. Property rights confirmed and guaranteed.—8. The rights of ecclesiastical bodies in and to church property conveyed to them by regular deed of conveyance shall not be affected by the late civil war, nor by any antecedent or subsequent event, nor by any act of the Legislature purporting to govern the same, but all such property shall pass to and be held by the parties set forth in the original deeds of conveyance, or the legal assignees of such original parties holding through or by conveyance, and any act or acts of the Legislature in opposition thereto shall be null and void.

CODE, 1887.*

TITLE XXI. CHAP. LXIII. OF RELIGIOUS FREEDOM.

3. No compulsory support of religion, religious tests, etc.—1394. “Be it enacted by the General Assembly, That no man shall be compelled to frequent or support any religious worship, place, or ministry whatsoever, nor shall be enforced, restrained, molested, or burthened in his body or goods, nor shall otherwise suffer on account of his religious opinions or belief; but that all men shall be free to profess, and by argument to maintain, their opinions in matters of religion,

* Annual Statutes examined to 1895.

and that the same shall in no wise diminish, enlarge, or affect their civil capacities." [Act of Dec. 16, 1785, reasserted in 1849.]

TITLE XXI. CHAP. LXIV. OF CHURCH PROPERTY, BENEVOLENT ASSOCIATIONS AND OBJECTS.

4. Conveyances of land confirmed.—1398. Every conveyance, devise, or dedication shall be valid, which since the first day of January, seventeen hundred and seventy-seven, has been made, and every conveyance shall be valid which hereafter shall be made, of land for the use or benefit of any religious congregation, as a place for public worship, or as a burial place, or a residence for a minister; or for the use or benefit of any church, or religious society, as a residence for a bishop, or other minister or clergyman, who, though not in special charge of a congregation, is yet an officer of such church or religious society, and employed under its authority, and about its business; and the land shall be held for such use or benefit, and for such purpose, and not otherwise.

5. Trustees to be appointed.—1399. The circuit court of the county, or the circuit or corporation court of the corporation, or the judge thereof in vacation, wherein there is any parcel of such land, or the greater part thereof, may on application of the proper authorities of such congregation, from time to time appoint trustees, either when there were, or are none, or in place of former trustees, and change those so appointed whenever it may seem to the court proper, to effect or promote the purpose of the conveyance, devise, or dedication, and the legal title to such land shall, for that purpose, be vested in the said trustees for the time being and their successors.

6. Property rights in divided congregation vested in majority, subject to court.—1400. If a division has heretofore occurred or shall hereafter occur in a church or religious society, to which any such congregation is attached, the communicants, pewholders, and pew owners of such corporation, over twenty-one years of age, may by a vote of a majority of the whole number, determine to which branch of the church or society such congregation shall thereafter belong. Such determination shall be reported to the circuit court of the county, or circuit or corporation court of the corporation,

wherein the property held in trust for such congregation or the greater part thereof is; and if the determination be approved by the court, it shall be so entered in its chancery order book, and shall be conclusive as to the title to and control of any property held in trust for such congregation, and be respected and enforced accordingly in all of the courts of this State. If a division has heretofore occurred or shall hereafter occur in a congregation, which in its organization and government is a church or society entirely independent of any other church or general society, a majority of the members of such congregation, entitled to vote by its constitution as existing at the time of the division, or where it has no written constitution, entitled to vote by its ordinary practice or custom, may decide the right, title, and control of all property held in trust for such congregation. Their decision shall be reported to such court, and if approved by it, shall be so entered as aforesaid, and shall be final as to such right of property so held.

7. Title to books and furniture in trustees.—1401.

When books or furniture shall be given or acquired for the benefit of such congregation, church, or religious society, to be used on the said land in the ceremonies of public worship, or at the residence of the minister, the same shall stand vested in the trustees having the legal title to the land, to be held by them as the land is held, and upon the same trusts.

8. Suits by and against trustees.—1402. The said trustees, and such as are mentioned in section fourteen hundred and nine,* may, in their own names, sue for and recover any land or other property held by them respectively in trust, or damages for any injury thereto, and be sued in relation to the same. Such suit, notwithstanding the death of any of the said trustees, or the appointment of others, shall proceed in the names of the trustees by or against whom it was instituted.

9. Limitation upon real estate.—1403. Such trustees shall not take or hold at any one time more than two acres of land in a city or town, nor more than seventy-five acres out of a city or town.

10. Suits may be brought to protect trusts.—1404. Any one or more members of any religious congregation may

*Trustees of any society of freemasons, odd fellows, sons of temperance, or any other benevolent or literary association.

in his or their names, in behalf of such congregation, commence and prosecute a suit in equity against any such trustee, to compel him to apply such land or property for the use or benefit of the congregation, as his duty shall require. No member of the congregation need be made a member to such suit; but, in other respects, the same shall be proceeded in, heard, and determined as other suits in equity, except that it may be proceeded in, notwithstanding the death of the plaintiff; as if he were still living.

11. Suits may be brought for sale or mortgage.—1405. Whenever any religious congregation, for whose use a conveyance, devise, or dedication of land has been lawfully made, shall deem that their interest will be promoted by a sale of the whole or a part of such land, or by a mortgage thereof, or deed of trust thereon, it shall be lawful for any member of such congregation, in his name and in behalf of the other members thereof, to prosecute a suit for either of said purposes in the circuit court of the county, or circuit or corporation court of the corporation, in which such land, or the greater part thereof, lies, against the trustees or the survivors of them in whom the legal title is; and it shall be lawful for such court, if a proper case be made, and the court be of opinion that the rights of others will not be violated thereby, to order the sale of such land or part thereof, or the execution of such mortgage or deed of trust, and make such disposition of the proceeds of such sale as the congregation may desire.

12. Trustees may petition for sale or mortgage. Property of extinct churches, how disposed of.—1406. The trustees of such congregation may file their petition in the circuit court of the county or the circuit or corporation court of the corporation wherein the land, or the greater part thereof, held by them as trustees lies, or before the judge of said court in vacation, asking leave to sell, encumber or exchange the said land, or a part thereof; and upon evidence being produced before the court, or the judge thereof in vacation, that it is the wish of said congregation to sell, exchange or encumber the said property, the court, or the judge thereof in vacation, shall make such order as may be proper providing for the sale of such land, or a part, or that the same may be exchanged or encumbered, and, in case of sale, for the proper investment of the proceeds. And when any such religious

congregation has become extinct or has ceased to occupy said property as a place of worship, so that it may be regarded as abandoned property, the petition may be presented either by the surviving trustee or trustees, should there be any, by any one or more member or members of said congregation, should there be any, or by the religious body which, by the laws of the church or denomination to which said congregation belonged, has the charge or custody of said property, or in which it may be vested by the laws of said church or denomination; and the court, or the judge thereof in vacation, shall make a decree for the sale of said property and the disposition of its proceeds in accordance with the law of said denomination; and the printed acts of said church or denomination issued by its authority, embodied in book or pamphlet form, shall be taken and regarded as the law and acts of said denomination or religious body. The court, or judge thereof in vacation, may make such order as to the costs in all these proceedings as may seem proper. [As amended, Feb. 27, 1894.]

WASHINGTON.

CONSTITUTION.

[In effect, Nov. 11, 1889.]

ART. I. DECLARATION OF RIGHTS.

1. No irrevocable charters.—8. No law granting irrevocably any privilege, franchise, or immunity shall be passed by the legislature.

2. No religious establishment or qualification for office, etc.—11. Absolute freedom of conscience in all matters of religious sentiment, belief, and worship shall be guaranteed to every individual, and no one shall be molested or disturbed in person or property on account of religion, but the liberty of conscience hereby secured shall not be so construed as to excuse acts of licentiousness, or justify practices inconsistent with the peace and safety of the State. No public money or property shall be appropriated for or applied to any religious worship, exercise, or instruction, or the support of any religious establishment. No religious qualification shall be required for any public office or employment, nor shall any person be incompetent as a witness or juror in consequence of his opinion on matters of religion, nor be questioned in any court of justice touching his religious belief to affect the weight of his testimony.

3. Laws to grant equal privileges.—12. No law shall be passed granting to any citizen, class of citizens, or corporation other than municipal, privileges or immunities which upon the same terms shall not equally belong to all citizens or corporations.

ARTICLE II.

4. Special laws not to be passed.—28. The legislature is prohibited from enacting any private or special laws in the following cases:

§ 6. For granting corporate powers or privileges.

ARTICLE XII.

5. General laws to be enacted.—1. Corporations may be formed under general laws, but shall not be created by special acts. All laws relating to corporations may be altered, amended or repealed by the legislature at any time, and all corporations doing business in this State may, as to such business, be regulated, limited or restrained by law.

6. Charters not to be extended or forfeitures remitted by legislature.—3. The legislature shall not extend any franchise or charter, nor remit the forfeiture of any franchise or charter of any corporation now existing, or which shall hereafter exist under the laws of this State.

7. Meaning of "Corporation." Power to sue.—5. The term "corporation," as used in this article, shall be construed to include all associations and joint stock companies having any powers or privileges of corporations not possessed by individuals or partnerships, and all corporations shall have the right to sue and shall be subject to be sued in all courts in like cases as natural persons.

ARTICLE XXVII.

8. Territorial laws in force until repealed.*—All laws now in force in the Territory of Washington which are not repugnant to this constitution shall remain in force until they expire by their own limitation, or are altered or repealed by the legislature.

GENERAL STATUTES, 1891.

[With amendments to 1895.]

TITLE XVIII. CHAP. IX. OF CORPORATIONS FOR RELIGIOUS, EDUCATIONAL AND CHARITABLE PURPOSES.

9. How incorporated. Contents of articles.—1638.
 . . . Any two or more persons desirous of forming a corporation for a college, seminary, church, library, or benevolent, temperance, charitable or scientific society, shall make and subscribe written articles of incorporation in triplicate, and acknowledge the same before any officer authorized to take the

* See No. 24, p. 525.

acknowledgments of deeds, and file one of such articles in the office of the secretary of State, and another in the office of the county auditor of the county in which the principal place (of) business of the corporation is intended to be located, and retain the third in the possession of the corporation.

Such articles shall specify:

1. The corporate name and location and chief place of business of such corporation.

2. . . . If not a joint stock company, then the terms of admission to membership.

3. The object for which the corporation is formed.

4. By what officers the affairs of said corporation shall be managed, and when such officers are to be elected, or, if appointed, when and by whom such appointments are to be made. [As amended, March 20, 1895.]

10. Powers.—1639. When such articles shall have been filed as aforesaid the persons who shall have signed and verified the same, and their successors, shall be a body politic and corporate, with perpetual succession, they shall be capable, in law, of suing and being sued, pleading and being impleaded, answering and being answered in all the courts of the State; they may have a common seal, alter and change the same at pleasure, acquire, mortgage and sell property, personal and real, for the purpose of carrying out the objects of the corporation, and make by-laws, rules, and regulations, as they may deem proper and best for the welfare and the good order of the incorporation, and may amend the articles of the incorporation by supplemental articles: *Provided*, That such by-laws, rules and regulations be not contrary to the constitution and laws of the United States, and the existing laws of the State.

11. Dissolution, how effected.—1642. Any corporation desiring its dissolution may, by a three-fourths vote of all its members at some regular meeting, execute a surrender of all its corporate powers, and upon the filing of duplicate surrenders with the said auditor and secretary of State, the said corporation shall be dissolved to all intents and purposes.

DEFECTIVE ARTICLES.

[Act of Mar. 2, 1895.]

12. How validated.—1. All instruments purporting to be articles of incorporation for a college, seminary, church,

library, or benevolent, charitable, or scientific society, made and executed in accordance with the provisions of chapter 9, title 18, of volume 1 of Hill's Annotated Statutes and Codes of Washington, or under and by virtue of the provisions of sections 2450 to 2454,* both inclusive, of the Code of Washington of 1881, except that the same have been acknowledged before an officer authorized by law to take the acknowledgment of deeds, and have not been sworn to by the trustees as by said laws required, or have been filed with the auditor of the county where the chief place of business of the corporation so purporting to be formed is located, instead of being recorded as by said laws required, or which are defective in both of said respects, are hereby declared to be, and are hereby made to be, good and valid articles of incorporation; and the corporations formed, or attempted to be formed by virtue of said articles of incorporation, are hereby declared to be, and are hereby made, good and valid, and existing corporations, with the same and as full powers, rights and liabilities as they would have had if the said articles of incorporation had been executed and recorded as by laws required, and that all acts, deeds, and proceedings had or done by said corporations, or under said articles of incorporation, and all rights acquired as to both real and personal property, and all obligations of every kind incurred by such corporations, are hereby made of the same force, effect and validity as if said articles of incorporation had been executed as required by law.

LISTS OF OFFICERS.

[Act of Mar. 20, 1895.]

13. Existing corporations.—1. Every corporation heretofore organized under the laws of the Territory or State of Washington, and every corporation which may hereafter be organized under the laws of this State, shall, on or before the second Tuesday of January of each year, and at such other times as such corporations may elect so to do, file with the county auditor of the county in which such corporation has its principal place of business, a statement, sworn to by its president and attested by its secretary and sealed with its corporate seal, containing a list of all its officers and their respective titles of office, names and addresses, and the term of office for which they have been chosen.

* See Secs. 1638 *seq.*, Nos. 9-11, pp. 518, 519.

14. Future corporations.—2. Every corporation which shall be hereafter organized under the laws of this State shall, within thirty days after it shall have filed its certificate of incorporation with the county auditor of the county in which it has its principal place of business, file with such county auditor a statement, sworn to by its president and attested by its secretary and sealed with its corporate seal, containing a list of all of its officers and their respective titles of office, names and address, and the term of office for which they have been chosen.

CORPORATIONS FOR RELIGIOUS AND OTHER PURPOSES.

[Act of March 21, 1895.]

15. How incorporated. 1. Two or more persons within this State who associate themselves together by an agreement in writing, as hereinafter described, with the intention of forming a corporation for any of the purposes hereinafter specified, upon complying with the provisions of sections 4, 5 and 6* of this act, shall be and remain a corporation.

16. Purposes.—2. Such association may be formed for any educational, charitable, benevolent or religious purposes; . . . for supporting any missionary enterprise having for its object the dissemination of religious or educational instruction; for promoting temperance or morality in this State, or other charitable or social bodies of a like character and purpose. . . .

17. Articles, contents of.—3. The agreement shall state that the subscribers thereto associate themselves with the intention of forming a corporation, the name of the corporation, the purposes for which it is formed, the town or city—which shall be in this State—in which it is located, and if it has a capital stock, the amount thereof, and the number and par value of its shares. The name shall be one not previously in use by any existing corporation, and shall be changed only as hereinafter provided.

18. First meeting, how called.—4. The first meeting of the subscribers to such agreement shall be called by a notice signed by one or more thereof, stating the time, place and purpose of the meeting; a copy of which notice shall, seven days at least before the day appointed for the meeting, be given to each subscriber, and left at his usual place of business or place of residence, or deposited in the post-office, postpaid, and

* See Nos. 18, 19 and 20, pp. 521, 522.

addressed to him at his usual place of business or of residence. And whoever gives such notices shall make affidavit of his doings, which shall be recorded in the records of the corporation.

19. First meeting, officers, by-laws.—5. At such first meeting, including any necessary or reasonable adjournment, an organization shall be effected by the choice by ballot of a temporary secretary, and by the adoption of by-laws, and the election of a president, secretary, treasurer and a board of trustees, not less than three nor more than fifteen in number, and such other officers as may be provided for by the by-laws. But at such first meeting no person shall be eligible as an officer or trustee who has not subscribed to the agreement of association. The temporary secretary shall make and attest a record of the proceedings until the secretary has been chosen.

20. Certificates of association and incorporation.—
6. The president, secretary and a majority of the trustees shall forthwith make, sign and swear to a certificate setting forth a true copy of the agreement of association, with the names of the subscribers thereto, the date of the first meeting and the successive adjournments thereof, if any, and shall file such certificate in the office of the county auditor of the county wherein the organization is effected and in the office of the secretary of state, who, upon payment of a fee of five dollars, shall cause the same to be recorded in a book to be kept for that purpose, and shall thereupon issue a certificate in the following form:

“STATE OF WASHINGTON.

“Be it known that, whereas (here the names of the subscribers to the agreement of association shall be inserted) have associated themselves with the intention of forming a corporation under the name of (here the name of the corporation shall be inserted), for the purpose (here the purpose declared in the agreement of association shall be inserted), with a capital of (here the amount of the capital stock shall be inserted, or if there is no capital stock this clause shall be omitted), and have complied with the provisions of the laws of this State in such case made and provided, as appears from the certificate of the president, secretary and a majority of the trustees of said corporation, recorded in this office; now, therefore, I (here the name of the secretary shall be inserted) secretary of the State

of Washington, do hereby certify that said (here the names of the subscribers to agreement of association shall be inserted), their associates and successors, are legally organized and established as and are hereby made an existing corporation, under the name of (here the name of the corporation shall be inserted), with the powers, rights and privileges and subject to the limitations, duties and restrictions which by law appertain thereto.

“Witness my official signature subscribed and the seal of the State of Washington hereunto affixed, this — day of —, in the year —. (In these blanks the day, month and year of execution of the certificate shall be inserted.)”

The secretary shall sign the same and cause the seal of the State to be thereto affixed, and such certificate shall be conclusive evidence of the existence of such corporation. He shall also cause a record of such certificate to be made, and such corporation shall forthwith cause a certified copy of such record to be filed in the office of the auditor of the county wherein such corporation is located.

21. Powers.—7. The corporation may prescribe by its laws the manner in which, and the officers and agents by whom the purposes of its incorporation may be carried out. The corporation may hold real and personal estate, and may hire, purchase or erect suitable buildings for its accommodation, to be devoted to the purposes set forth in its agreement of association, and may receive and hold in trust, or otherwise, funds received by gift or bequest, to be devoted by it to such purposes. And for the purposes of the corporation shall have power to issue its promissory notes, bonds or other obligations, to be secured by mortgages on its real estate and other property in such manner as may be provided by its by-laws.

22. Prior corporations may accept provisions.—
11.* Nothing contained in this act shall affect the existence of any association or corporation heretofore formed under the provisions of any law in this State for any of the purposes mentioned in section two† of this act, (and) any such corporation may, at a meeting called for the purpose, vote to adopt the provisions of this act, and upon so voting and complying with the provisions of this section shall have the powers and privileges and be subject to the duties and obligations of corporations formed under this act. After so voting the corporation may

* Sections 8, 9 and 10 deal with beneficiary associations.

† See No. 16, p. 521.

file with the secretary of the State a certificate signed and sworn to by its president, secretary, and a majority of its board of trustees, setting forth a copy of its articles of incorporation and of said vote, and the date of the meeting at which the vote was adopted, and the secretary of state, upon payment of a fee of five dollars, shall issue a certificate in the following form:

“STATE OF WASHINGTON.

“Be it known that, whereas (here the names of the original incorporators shall be inserted) have formally associated themselves with the intention of forming a corporation under the name of (here the name of the incorporation shall be inserted) for the purpose (here the purpose declared in the original articles of incorporation shall be inserted), under the provisions of (here the designation of the statute under the provisions of which organization was effected, shall be inserted), with a capital of (here the amount of capital stock as it stands fixed at the date of the certificate, shall be inserted; or if there is no capital stock this clause shall be omitted), and the provisions of the laws in this State in such case made and provided have been complied with, as appears from a certificate of the proper officers of said corporation, recorded (in) this office; now, therefore I (here the name of the secretary is to be inserted), secretary of the State of Washington, do hereby certify that said (here the name of the corporation shall be inserted) is legally organized and established as an existing corporation, with the powers, rights and privileges, and subject to the limitations, duties and restrictions which by law appertain thereto.

“Witness my official signature hereunto subscribed and the seal of (the) State of Washington hereunto affixed, this — day of — in the year —. (In these blanks the day, month and year of execution of the certificate shall be inserted.)”

This certificate shall be signed, sealed and recorded, and filed in the same manner, and shall have the same effect as the certificate provided in section six.

23. Amendments to articles, how effected.—12. Whenever it is desired to amend in any particular within the scope of this act, the provisions of the articles of agreement of any corporation organized or qualified under this act, such amendment or amendments shall be effected by the filing with the secretary of state of a certificate signed and sworn to by

the president, secretary and a majority of the board of trustees, which certificate shall be authorized by a vote of at least two-thirds of the stockholders or members of the corporation at a meeting called and held for that purpose, in the manner prescribed by the by-laws, and the secretary of state shall, upon payment of a fee of five dollars, cause such certificate to be recorded, and shall issue a certificate in the following form:

“ STATE OF WASHINGTON.

“ Be it known that, whereas (here the name of the corporation shall be inserted), a corporation heretofore duly organized, has, in accordance with the provisions of the laws of this State in such case made and provided, amended its articles of agreement as follows: (here shall be inserted the nature of the amendment or amendments), as appears from a certificate of the proper officers of said corporation recorded in this office; now, therefore, I (here the name of the secretary is to be inserted), secretary of the State of Washington, do hereby certify that such amendment (or amendments) ha— been duly adopted as, and now are, a part of the articles of agreement of said corporation.

“ Witness my official signature hereunto subscribed and the seal of the State of Washington hereunto affixed, this — day of — in the year —. (In these blanks the day, month and year of execution of this certificate shall be inserted.)”

This certificate shall be signed, sealed and recorded, and filed in the same manner and shall have the same effect as the certificate provided for in section six.

MISSIONARY STATIONS.

24. Titles confirmed.—*Provided, further,* “ That the title to the land, not exceeding six hundred and forty acres, now occupied as missionary stations among the Indian tribes in said Territory, or that may have been so occupied as missionary stations prior to the passage of the act establishing the Territorial government of Oregon, together with the improvements thereon, be, and is hereby confirmed and established to the several religious societies to which said missionary stations respectively belong.” [U. S. Statutes, Vol. 10, page 173.]

WEST VIRGINIA.

CONSTITUTION.

ARTICLE III.

[In effect, Aug. 22, 1872.]

1. No compulsory support of religion, religious tests, etc.—15. No man shall be compelled to frequent or support any religious worship, place or ministry whatsoever; nor shall any man be enforced, restrained, molested or burthened, in his body or goods, or otherwise suffer, on account of his religious opinions or belief, but all men shall be free to profess, and by argument, to maintain their opinions in matters of religion; and the same shall, in no wise, affect, diminish or enlarge their civil capacities; and the Legislature shall not prescribe any religious test whatever, or confer any peculiar privileges or advantages on any sect or denomination, or pass any law requiring or authorizing any religious society, or the people of any district within this State, to levy on themselves, or others, any tax for the erection or repair of any house for public worship, or for the support of any church or ministry, but it shall be left free for every person to select his religious instructor, and to make for his support, such private contract as he shall please.

ARTICLE VI.

2. No law for sale of church property to be passed.—39. The Legislature shall not pass local or special laws in any of the following enumerated cases. . . . Providing for the sale of church property, or property held for charitable uses.

3. No charters for churches. General laws to be enacted for church property.—47. No charter of incorporation shall be granted to any church or religious denomination. Provisions may be made by general laws for securing the title to church property, and for the sale and transfer thereof, so

that it shall be held, used, or transferred for the purposes of such church or religious denomination.

CODE, 1891.

[With amendments to 1895.]

CHAP. LVII. OF CHURCH PROPERTY.

4. Grants made after 1777 valid.—1. Every conveyance, devise or dedication which has been made since the first day of January, one thousand seven hundred and seventy-seven, and every conveyance of land which shall hereafter be made for the use or benefit of any church, religious sect, society, congregation or denomination, as a place of public worship, or as a burial place, or as a residence for a minister, shall be valid, and shall be construed to give the local society or congregation of such church to whom it was so conveyed, devised or dedicated, the control thereof, except as herein provided; and the land shall be held for such purpose and no other. Any conveyance of property for the use of two or more contiguous congregations, shall be construed to give such contiguous congregations the equitable title to such property: *Provided, however,* That no lot of ground used for church purposes shall be taken from the members of the church that purchased the same, or for whose use or benefit it was conveyed, devised or dedicated. [As amended by chap. 33, Laws of 1882.]

5. Title to personal property to vest in trustees.—2. When books, or furniture, or other personal property, shall be acquired for the benefit of such local society to be used on the said land in the ceremonies of public worship, or at the residence of the minister, the title of the same shall be vested in the trustees in whom is vested the legal title of the land, to be held by them in the same way, for the same uses, and under the same control.

6. Circuit court may appoint trustees.—4.* The circuit court of the county, wherein any such lands as are mentioned in the first section of this chapter, or the greater part thereof, may lie, on the application of the proper authorities of such church, congregation, district, circuit, religious sect,

* Sections 3 and 5 deal only with educational and benevolent associations which may be incorporated.

society or denomination, or any secret order, may from time to time appoint trustees, either where there were or are none, or in place of former trustees, and change those so appointed whenever it may appear to the court proper to effect or promote the purpose of the conveyance, devise or dedication and secure the same to the use of those justly entitled thereto; and the legal title to such land shall, for that purpose, be vested in the said trustees for the time being and their successors. [As amended, Feb. 21, 1895.]

7. All titles vested in trustees.—6. . . . Any conveyance, devise or dedication heretofore made to the board of trustees of any church, college, academy, high school, or other seminary of learning, or of any of the societies or orders mentioned in the third section* of this chapter shall vest the title to such property in the said trustees individually and collectively, and shall be as valid and binding in all respects as if such property had been conveyed to them by their proper names. [As amended, chap. 33, 1882.]

8. Real estate, limit upon. Power to sue.—7. Such trustees may take and hold, for the purposes mentioned in the first section† of this chapter, not exceeding four acres of land in an incorporated city, town or village, and not exceeding sixty acres out of such city, town or village. For any of the purposes mentioned in the third section‡ of this chapter, except for a college, academy, high school, or other seminary of learning, such trustees may take and hold not exceeding two acres of land, and such land shall not be held for any other use than as a place of meeting for such society or association, and for the education and maintenance of children charitably provided for by them. For the use of a college, academy, high school or any other seminary of learning, such trustees may take and hold real estate without limit. The trustees of any church, religious sect, society, congregation or denomination, holding for the use thereof such property as is mentioned in the first and second§ sections of this chapter, may in their own name sue for and recover any land or other property so held by them, as well as for damages done by any person to any such property, and may be sued in relation thereto; such suit, notwithstanding the death of any of said trustees or the appointment of others,

* Applies only to educational and benevolent associations.

† See No. 4, p. 527.

‡ See Note to No. 7, p. 528.

§ See Nos. 4 and 5, p. 527.

shall proceed in the name of the trustee by or against whom it was instituted. [As amended, chap. 32, 1887.]

9. Trustees may mortgage property.—8. The board of trustees of any church, religious sect, society, congregation, denomination, college, academy, high school, seminary of learning, society of Freemasons, Odd Fellows, Sons of Temperance, Good Templars, orphan asylum, children's home, or other benevolent association, or purpose mentioned in this chapter may borrow money if required for building or other legitimate purpose in the execution of such trust, and may execute a lien upon any property, real or personal, held by them as such trustees to secure the payment thereof. [As amended, chap. 10, 1885.]

10. Property to be sold only on order of court.—
9. Whenever any such board of trustees shall deem that the interest of those for whose use it holds any such real estate, will be promoted by a sale thereof, it shall be lawful for such board to file a petition in equity in the circuit court of the county in which such lands, or the greater part thereof, may lie therefor, and such proceedings shall thereafter be had upon such petition as in a suit in chancery regularly brought and prosecuted in said court. An order of publication stating the filing of such petition and the object thereof, shall be posted on the court-house door, and at some conspicuous place on the premises, and published for such time and in such manner as the court may prescribe; and any person interested may appear and resist such application. Upon the execution of such order, it shall be lawful for such court, if a proper case be made, and the court be of opinion that the rights of others will not be violated thereby, to order a sale of such land and make such disposition of the proceeds thereof as may be right and proper, and not inconsistent with the purposes for which the trust was created: *Provided*, That no such sale of land mentioned in the first* section of this chapter shall be made unless it appear to the court that the majority of the members of such church, religious sect, society, congregation or denomination, desires the same; but in any case where the authority to administer the affairs of such church, religious sect, society, congregation or denomination, is, by its rules and ecclesiastical policy, committed to a delegated or select body, such sale may be when it appears that such delegated or select body desires the same. [As amended, chap. 41, 1883.]

* See No. 4, p. 527.

WISCONSIN.

CONSTITUTION.

ART. I. DECLARATION OF RIGHTS.

[In effect, March 2, 1848.]

1. No compulsory or State support of religion.—

18. The right of every man to worship Almighty God, according to the dictates of his own conscience, shall never be infringed; nor shall any man be compelled to attend, erect, or support any place of worship, or to maintain any ministry against his consent, nor shall any control of, or interference with, the rights of conscience be permitted, or any preference be given by law to any religious establishments, or modes of worship; nor shall any money be drawn from the treasury for the benefit of religious societies, or religious, or theological seminaries.

2. No religious tests for public trusts.—19. No

religious test shall ever be required as a qualification for any office of public trust under the State, and no person shall be rendered incompetent to give evidence in any court of law, or equity, in consequence of his opinions on the subject of religion.

ART. VI. LEGISLATIVE.

3. No special laws to be passed.—31. The legislature

is prohibited from enacting any special or private laws . . . for granting corporate powers or privileges, except to cities. [As amended, Nov. 7, 1871.]

ART. XI. CORPORATIONS.

4. General laws to be enacted.—1. Corporations

without banking powers or privileges may be formed under general laws, but shall not be created by special act, except for municipal purposes, and in cases where, in the judgment of the Legislature, the objects of the corporation cannot be attained

under general laws. All general laws or special acts enacted under the provisions of this section may be altered and repealed by the Legislature at any time after their passage.

ANNOTATED STATUTES, 1889.

[With amendments to 1895.]

TITLE XIX. CORPORATIONS.

CHAP. LXXXV. OF GENERAL PROVISIONS RELATING
TO CORPORATIONS.*

5. Powers.—1748. Every corporation organized under any general or special law, when no other provision is specially made by law, or by its articles of organization, shall have the following powers:

1. To make all contracts necessary and proper to effect its purposes and conduct its business.

2. To sue and be sued, to appear and defend in all actions and proceedings in its corporate name, to the same extent as a natural person.

3. To have a common seal, and alter the same at pleasure.

4. To elect or appoint in such manner as shall be fixed by its by-laws, all necessary officers, agents, and servants, define their duties and obligations, fix their compensation and fill vacancies therein; and to establish branch offices or places of business in this State, or elsewhere.

5. To make, amend and repeal by-laws and regulations, not inconsistent with law or its articles of organization for its own government, for the orderly conducting of its affairs, and the management of its property, for determining the manner of calling and conducting its meetings, the manner of appointing and mode of voting by proxy, and the tenure of office of its several officers, and such others as shall be necessary or convenient for the accomplishment of its purposes, and may prescribe suitable penalties for the violation of its by-laws, not exceeding in any one case twenty dollars for any one offense.

6. To take and hold property, both real and personal, to an amount authorized by law, and sell, convey or otherwise dispose of the same.

* No. 24, p. 540, Section 1991, makes the provisions of this chapter applicable to religious corporations so far as necessary.

7. To mortgage its franchises, tolls, revenues and property, both real and personal, to secure the payment of its debts, or to borrow money for the purposes of the corporation, and no other, with the consent of a majority of its stockholders, or, if not a stock corporation, of a majority of its members, and to establish, with the like consent, a sinking fund for the payment of its debts.

6. Majorities a quorum of directors and members.—1749. A majority of the directors or trustees of every corporation, convened according to the by-laws thereof, shall constitute a quorum for the transaction of business. The members owning a majority of the stock, in stock corporations, and a majority of the members, of other corporations, shall constitute a quorum at any meeting of such stockholders or members, and be capable of transacting any business thereof, except when otherwise specially provided by law or by the articles of organization of the corporation.

7. Records, rules as to. Penalty for omissions.—1759. Every corporation shall keep a correct and complete record of all its proceedings, including such as relate to the election of its officers; and such record may be kept in any other than the English language, when so provided in its articles of organization. Every corporation shall also keep a book containing the names of all stockholders or members, since its organization, showing the place of residence, amount of stock held, time of acquiring stock or becoming a member, time of transfer of stock or cessation of membership, of each respectively. If any officer, agent or servant of any corporation, shall omit to make any entry in the books or records thereof, which it is his duty to make as such officer, agent or servant, he shall forfeit not less than twenty-five, nor more than one thousand dollars, and be liable for all damages thereby sustained.

8. All meetings of entire membership legal.—1761. When all the members of any corporation shall be present at any meeting, however notified, and shall sign a written consent to the holding of such meeting on the records thereof, they may transact any business at such meeting, which could lawfully be transacted at any meeting of the members of such corporation, regularly called and notified.

9. Elections of trustees, special provisions for.—1762. When not otherwise specially provided by law or by the by-laws of any corporation, the directors or trustees thereof shall call and order the elections of the officers of such corporation annually; and if they refuse so to do, or if from any other cause it shall happen that an election of directors or trustees shall not take place at the annual meeting, such corporation shall not be deemed dissolved thereby, but the former officers shall continue to act as such until their successors shall have been elected and qualified, and a special election may be called by the proper officers of such corporation for electing such officers by giving such notice as is required for the annual election; but if such officers shall refuse or neglect to call such special election, for ten days after the time fixed for the annual election, or if there be no officers authorized to call such special election, then any two or more members of such corporation may call a special meeting for the election of officers in the manner prescribed in section one thousand seven hundred and seventy-three.* When the day fixed for the annual election of officers or other meeting of a corporation shall fall on Sunday or on a legal holiday, such election or meeting shall be held on the next succeeding secular day.

10. Dissolution, grounds for.—1763. Whenever any corporation shall have remained insolvent, or shall have neglected or refused to pay and discharge its notes or other evidences of debt, or shall have suspended its ordinary and lawful business for one whole year, it shall be deemed to have surrendered the rights, privileges and franchises granted or acquired under any law, and shall be adjudged to be dissolved.

11. Expiring and dissolved corporations continued for three years. Trustees to be administrators.—1764. All corporations whose term of existence shall expire by their own limitation, or which shall be voluntarily dissolved in the manner provided by law, or by its articles of association, or shall be annulled by forfeiture or otherwise, shall nevertheless continue to be bodies corporate for three years thereafter, for the purpose of prosecuting and defending actions, and of enabling them to settle and close up their business, dispose of and convey their property and divide their capital stock, and for no other purpose; and when any corporation shall become so dissolved, the directors or managers of the affairs of such

*See No. 17, p. 536.

corporation at the time of its dissolution, by whatever name they may be known, shall, subject to the power of any court of competent jurisdiction to make, in any case, a different provision, continue to act as such during said term, and shall be deemed the legal administrators of such corporation, with full power to settle its affairs, sell or dispose of and convey all its property, both real and personal, collect the outstanding debts, and after paying the debts due and owing by such corporation at the time of its dissolution, and the costs of such administration, divide the residue of the money and other property among the stockholders or members thereof.

12. Property to be used only for corporate purposes.—1767. The property of any corporation organized under any special or general law shall be used only for the purposes prescribed by such law, or by its articles of organization in pursuance thereof.

13. Powers of the legislature.—1768. The legislature may at any time limit or restrict the powers of any corporation organized under any law, and, for just cause, annul the same, and prescribe such mode as may be necessary for the settlement of its affairs.

14. Actions may be maintained by and against members.—1770. Every corporation may maintain an action against any of its members or stockholders for any cause relating to the business of the corporation, the same as against any other person; and like actions may be maintained by any member or stockholder against such corporation for any cause of action in his favor against the same.

CHAP. LXXXVI. OF THE ORGANIZATION OF CORPORATIONS.

15. Purposes. Corporations to carry out wills.—1771. Three or more adult persons, residents of this State, may form a corporation in the manner provided in this chapter for the establishment and maintenance of any benevolent, charitable, or medical institution or for any lawful business or purpose whatever, except the business of banking or other cases otherwise specially provided for.* Any such corporation may be formed, to have a capital stock divisible into shares, or without any capital stock upon such plan as

* See chap. 91, p. 540, for incorporation of churches. Section 1787, No. 20, p. 538, specifically provides for religious corporations other than churches under chap. 86.

may be agreed upon. . . . The executors or trustees under any will, or one or more of such executors or trustees, who are authorized, requested or directed by the provisions of any will to organize a corporation for any of the purposes mentioned in this section, or the general laws of the State, may, individually, or as executors, or together with the legatees mentioned in the will, or one or more of such executors, trustees or legatees, may sign, execute, verify and acknowledge articles of incorporation or association under the provisions of chapter 85,* of the revised statutes, for the purpose of carrying out the intentions of the testator as expressed in his will, and for the purpose of forming and organizing such corporation, and in such case may transfer and convey to such corporation any property of the testator mentioned and referred to in such will and authorized or required to be used for such purpose, and said executors, trustees or legatees, or two or more of them, may subscribe to the capital stock of such corporation to the amount of the value of the property mentioned and referred to in such will, and such executors or trustees may convey the property mentioned or referred to, to such corporation in payment of the stock so issued and subscribed without application to or authority from any court.

MODE OF ORGANIZATION.

16. Articles, contents, filing, and fees.—1772. In order to form such a corporation, the persons desiring so to do shall make, sign and acknowledge written articles containing:

1. A declaration that they associate for the purpose of forming a corporation under these revised statutes, and of the business or purposes thereof.

2. The name and location of such corporation; but such name shall not contain the names of individuals in the manner in which they are ordinarily used in partnership or business names; no corporate name shall be held illegal because of the omission of the word "limited."

3. The capital stock, if any, the number of shares, and the amount of each share.

4. The designation of general officers and of the number of directors, which shall not be less than three; and the directors may be required to be classified into three classes, so that one-third shall hold their offices for one year, one-third for two years, and one-third for three years; in which case, all direc-

* See No. 5, p. 531.

tors elected subsequent to the first shall hold their offices for three years, except when elected or appointed to fill vacancies.

5. The principal duties of the several general officers respectively.

6. The methods and conditions upon which members shall be accepted, discharged or expelled. . . .

7. Such other provisions or articles, if any, not inconsistent with law, as they may deem proper to be therein inserted for the interests of such corporation, or the accomplishment of the purposes thereof, including, if desired, the duration of its existence. In case the corporation is formed without capital stock, the articles shall fix the time and place for the first meeting for the election of officers, and the signers of such articles shall give notice thereof to the members in the manner provided in the next section.

Such original articles, or a true copy thereof, verified as such by the affidavits of two of the signers thereof, shall be recorded by the register of deeds of the county in which such corporation is located; and no corporation shall, until such articles be so left for record, have legal existence. A like verified copy shall, within thirty days, be filed with the secretary of State and for a failure so to do, each signer of any such articles shall forfeit twenty-five dollars. For filing every such articles of incorporation with the secretary of State and issuing a certificate of corporation, the incorporators shall pay the sum of twenty-five dollars, and for filing with the secretary of State an amendment to articles already filed, they shall pay the sum of five dollars, and no articles, or any such amendments shall be filed unless such fees be first paid, and such sums shall be paid into the State treasury by the secretary of State, provided, no fee or payment of any sum for filing articles of association, or of any amendments thereto, shall be required from any corporation organized exclusively for benevolent, charitable or reformatory purposes, whose articles of incorporation shall provide that no dividends or pecuniary profits shall ever be made or declared by such corporation to its members. [As amended, April 20, 1895.]

17. Signers of articles to act until trustees are elected.—1773. Until the directors or trustees shall be elected, the signers of the articles of organization shall have direction of the affairs of the corporation, and make such rules as may be necessary for perfecting its organization, accepting members

or regulating subscription to the capital stock. . . . 1773.
 . . . In stock corporations the first meeting* may be held at any time after one-half of the capital stock shall have been subscribed; and may be called by any two signers of the articles, at such time and place as they shall appoint, by giving ten days' personal notice thereof, in writing, to each subscriber of stock, or by publishing notice thereof for at least two weeks before such meeting, in some newspaper published at or nearest to the designated place of location of the corporation; or such meeting may be held without previous notice, if all the subscribers for stock be present in person or by duly authorized . . . attorney

18. Amendments to articles, how effected, must be recorded.—1774. Any corporation organized under this chapter may, at any meeting of its members, by a vote of . . . at least one-half of the members of corporations without stock, unless a greater vote shall be required in its articles, amend its articles of organization so as to modify or enlarge its business or purposes, change its name or location, . . . change its officers or the number of directors, or provide anything which might have been originally provided in such articles; but no corporation without stock shall change substantially the original purposes of its organization. Such amendment shall be adopted only in accordance with the articles of organization, if a mode of amending the same shall have been therein prescribed. When adopted, a copy of such amendment, with a certificate thereto affixed, signed by the president and secretary, or if none, the correspondent officers, and sealed with the corporate seal, if there be any, stating the fact and date of the adoption of such amendment, and that such copy is a true copy of the original, shall be recorded in the office where the original articles are recorded; and the register shall note on the margin of the record of such original, the volume and page where every such amendment is recorded; and no amendment shall be of effect until so recorded. Within thirty days such officers shall file a like certified copy with the secretary of State, and in case of failure so to do, shall each forfeit twenty-five dollars. Whenever the corporate name shall be changed, the secretary shall publish a notice thereof in a newspaper published at or nearest to the place of location of such corporation, for three weeks, and if he shall fail for two months so to do, shall forfeit

* See No. 17, p. 536.

twenty-five dollars. No change of location of any such corporation, if beyond the limits of the county, shall be valid until the articles of organization and all amendments shall have been recorded in the office of the register of deeds of the county to which the same shall be changed.

19. Organization secures incorporation. Powers over property.—1775. Every such corporation, when so organized, shall be a body corporate by the name designated in its articles, and shall have the powers of a corporation conferred by these statutes,* necessary or proper to conduct the business or accomplish the purposes prescribed by its articles, but no other or greater; and may take by gift, devise, purchase or otherwise, and manage and hold, convey, mortgage, lease or otherwise dispose of at pleasure, such real and personal property of whatever kind as shall be necessary to its business or purposes, or the protection or benefit of its property, held or used for the corporate business or purposes, and such as shall be taken in payment or security for debts due to such corporation. But no such corporation shall take or hold stock in any other corporation.

ADDITIONAL POWERS OF PECULIAR CORPORATIONS.

20. Religious corporations may be controlled by denomination.—1787. Whenever any corporation shall be formed under this chapter, for the benefit of, or be in any manner connected with, any church or religious denomination or society, it shall, if it be so provided in its articles of organization, be under the supervision and control of such church, denomination or society; and the officers or trustees be communicants thereof, accordingly.

21. Dissolution, provisions for.—1789. Any corporation organized under any law, may, when no other mode is specially provided, dissolve, by the adoption of a written resolution to that effect at a meeting of its members specially called for that purpose, by a vote of the owners of at least two-thirds of the stock, in the case of stock corporations, and of one-half the members in other corporations; but when a mode or process of dissolution shall have been provided in the articles of organization, it shall be conducted accordingly. One copy of such resolution, with a certificate thereto affixed, signed by the

* See No. 5, p. 531

president and secretary, or, if none, the correspondent officers, and sealed with the corporate seal, if there be any, stating the fact and date of the adoption of such resolution, that such is a true copy of the original, the whole number of . . . members of such corporation, and the number of members who . . . voted for its adoption, shall be recorded, as an amendment to its articles is required to be recorded by section seventeen hundred and seventy-four,* and a like copy filed with the secretary of State. Thereupon such corporation shall cease to exist, except for winding up its affairs. Whenever the articles of organization shall provide a term to the duration of a corporation, it shall cease to exist at the time so fixed, except as aforesaid.

MISCELLANEOUS.

22. Amendments of articles.* Existing corporations may organize under this chapter.—1790. Any corporation organized under any special charter or general law, for any of the purposes for which corporations may be formed under this chapter, may amend its charter or articles of organization, according to the provisions of section seventeen hundred and seventy-four;* and may at a meeting of the members, by a vote of the owners of at least two-thirds of the stock, in the case of stock corporations, and of a majority of the members in other corporations, abandon its organization, and organize under this chapter, by the adoption of articles of organization according to section seventeen hundred and seventy-two. A true copy of such articles, together with a certificate of the president and secretary, sealed with the corporate seal, stating the fact and date of adoption of such articles, that such copy is a true copy of the original, the whole number of the . . . members of such corporation, and the number of members who voted . . . for its adoption, shall be recorded and filed by the president or secretary, in like manner, with like effect, and subject to the like penalties prescribed in section seventeen hundred and seventy-two.† *Provided*, That in amending the charter of any corporation organized under any special charter, or any general, or private and local law, by virtue of which its charter or articles of organization were not required to be recorded in the office of the register of deeds of the county in which such corporation was located, it shall be sufficient to

* See No. 18, p. 537.

† See No. 16, p. 535.

record the certified copy of such amendment in the office of the register of deeds of the county in which such corporation is located, and to file a like certified copy with the secretary of State. (As amended, March 25, 1895.)

CHAP. XCI. OF RELIGIOUS SOCIETIES.

23. Who may incorporate.—1990. The male members over twenty-one years of age, not less than three in number, of any church or society of any religious sect or denomination which shall have been organized in this State, and which at the time maintains regular public worship, may, after due public notice, given at some stated meeting of such church, sect, or denomination, and any five or more male persons of like age not members of any religious congregation, desiring to organize a corporation in connection with a church of their own peculiar tenets to be associated therewith, may organize a corporation for religious, charitable or educational purposes in the manner hereinafter provided.

24. Articles of association, form and record.—1991. Such members or persons shall sign and acknowledge a certificate substantially in the following form:

“Know all men by these presents: that the undersigned (*insert the names of the signers*), and those who are or who may become associated with them for the purposes herein specified, have organized themselves into a religious society of the Church (*sect or denomination or other description*) located in (*name of town, village or city*) in the county of _____, State of Wisconsin, for religious, charitable and educational purposes, which society shall be known and incorporated by the name of (*here insert the name*); and shall record the same in the office of the register of deeds; and when such certificate shall have been so recorded, the society therein named shall be a corporation, and shall possess the powers and privileges granted to corporations by chapter eighty-five,* so far as the same are applicable or necessary to accomplish its purposes, and conferred by this chapter.”

25. By-laws. Number of trustees. Membership.—1992. Such corporation may, by its by-laws, fix the number of its trustees not less than three, nor more than nine, and

* See No. 5, p. 531.

their term of office, the manner of appointing or electing the same, and the qualifications for membership therein.

26. Powers.*—1992 (continued). It may take, receive, purchase, hold and use both real and personal estate for the purposes of its incorporation, and no other; and lease, mortgage, sell or otherwise dispose of the same or any portion thereof, in the manner provided by its by-laws; and may also take by purchase, gift or otherwise, and forever hold and improve any lands intended to be used for cemetery grounds or burial-places, subject to the provisions and restrictions, so far as applicable, in chapter fifty-nine.† It shall be lawful for such corporation to hold all lands then owned by it, other than and in addition to the grounds so purchased, and to improve the same by the erection of new buildings thereon, or otherwise, for the purposes of revenue to be devoted to the uses of the corporation, and in promoting religious and charitable works, and at pleasure to lease, mortgage and sell the same.

27. Trustees may be classified.—1992 (continued). And it shall be lawful for any such corporation at any meeting, which it may hereafter hold for the election of its trustees, whether designated by such corporation as trustees, wardens, vestrymen or otherwise, to make provision by resolution to be entered upon the record of such meeting for the election of its said trustees in classes, and to determine by such resolution what number or proportion of its said trustees shall be comprised in each class, and also the term for which each class shall hold their office; and thereafter, as the term of each class shall expire, their successors shall be elected in accordance with the provisions of said resolution; *Provided, however*, that such property shall not be exempt from taxation.

28. Meetings. By-laws.—1992 (continued). It shall be lawful for such corporation by its by-laws to provide for the time and manner of holding regular and special meetings for the holding of elections or for the transaction of all business authorized by law, and such by-laws shall have the force of law and all business transacted thereunder shall be valid.

29. Notice of first meeting. Qualifications of voters.—1993. Public notice of the time and place of holding the first meeting of such corporation shall be given to the members of the church, sect, or denomination, for two successive Sab-

* See No. 5, p. 531.

† Not printed in this volume.

baths, on which such church, sect, or denomination shall statedly meet for public worship, previous to such meeting such notice may be given by the minister, or by one of the elders, deacons, church wardens or vestrymen thereof, or if there be no such officers, then by any male member; and at such first meeting, all the male members of such church, sect, or denomination, over twenty-one years of age, shall be entitled to vote at such meeting as members; but if such corporation be organized by persons not belonging to any religious congregation, the majority of the incorporators named in the certificate, all having notice thereof, may meet at such time and place as they shall deem proper, for the purpose of perfecting their organization; and the incorporators named in such certificate shall constitute the first board of trustees, and hold their offices until others are chosen.

30. Trustees, powers, officers, records.* To be governed by denominational rules.—1994. The secular, business and temporal affairs of every such corporation shall be managed and administered by the board of trustees, and they shall have the custody and control of the corporate property, and make rules and regulations for the use of the same, and for the renting of pews or slips;† and the care, improvement and management of the cemetery grounds, subject, however, to the corporate by-laws. They shall appoint a clerk or secretary, and a treasurer, with power to remove the same, shall cause accurate records of all their proceedings and of all business meetings of such society to be kept, and they shall be governed in their official acts by the rules of their church, sect or denomination applicable thereto and not inconsistent with the laws of this State, or the constitution and by-laws of the society.

31. Existing religious corporations confirmed. May organize under this chapter, but cannot change denominational connection.—1995. Every existing church, congregation, or religious society heretofore incorporated is hereby established and confirmed, and shall continue to be governed by the statutes now applicable thereto, notwithstanding the same are repealed by the statute, in the same manner as if not so repealed, until organized under this chapter, and every such church, congregation and society, may by five or more of its male members thereunto duly authorized by and acting for all its members at the time, become a corporation under this

* See No. 7, p. 532.

† See No. 37, p. 544.

chapter, by making and recording the certificate provided therein, with the additional statement therein of the name by which such society and the corporation connected with it has before that time been known and called, and that such society and corporation are reorganized under this chapter; but such reorganization shall not work a change of the ecclesiastical connection of any such society.

32. Failure to elect trustees not to dissolve. Dissolved corporations may reincorporate.—1996. No failure to elect trustees at the proper time shall work a dissolution of any corporation formed under this chapter, and those once elected shall hold their offices until their successors are elected. In case of the dissolution of any such corporation, the same may be reincorporated under the provisions of this chapter, at any time within six years after such dissolution; and thereupon all the estate, real and personal, formerly belonging to the same and not lawfully disposed of, shall vest in such corporation as if there had been no such dissolution.

33. Incorporation of synods and presbyteries, etc.—1998. Any diocesan council or convention, conference, synod or other body of authorized representatives of any church or religious denomination, may elect any number of trustees, not less than three, to be incorporated; and when a certificate shall have been made and signed by the presiding officer, and countersigned by the secretary of the body by which they were elected, stating that such persons, naming them, were elected trustees, the name of the body by whom elected, the corporate name by which such trustees are to be known, the term for which they are to hold their offices, and the purposes for which it is desired to incorporate them, and filed in the office of the secretary of State, the persons named in such certificate as trustees, and their successors in office, shall be a body corporate for the purposes mentioned in such certificate, and for such purposes, and no other, shall have the usual powers of a corporation; and the members of such corporation shall hold their positions for such term as the body electing them shall determine, and until their successors are duly elected.

34. Trustees of synods and presbyteries may take title.—1999. Every such corporation may be empowered by the body electing them to take and hold the title to church property, both real and personal, of the church and religious

denomination for which it is created, which is used or designated to be used for missionary or other proper purposes of such church or religious denomination, and not specially used for the purposes of any local religious society incorporated under the laws of this State; and to use, manage and convey the same to the same extent, and under such restrictions as may be prescribed by the proper ecclesiastical authority of their church or religious denomination.

35. Real estate to vest in trustees.—2000. All lands, tenements, and hereditaments that have been or may hereafter be lawfully conveyed by demise, gift, grant, purchase, or otherwise to any persons as trustees, in trust, for the use of any religious society organized, or which may hereafter be organized, within this State, either for a meeting-house, burying-ground, or for the residence of a preacher, shall, with the improvements, vest in the trustees of such religious society, as fully as if originally conveyed to them, and shall be held by them and their successors, in trust for such society.

36. Prior incorporations confirmed. Provisions of this chapter applicable.—2001. Every religious or religious educational and charitable society organized or attempted to be organized under chapter 47, of the revised statutes of 1849, or chapter 66, of the revised statutes of 1858, or chapter 91, of the revised statutes of 1878, and the acts amendatory thereof, by filing, or filing and having recorded a certificate of the election of trustees or a certificate of organization designating the name of the church or society with the register of deeds of the proper county, and which, since such filing or recording has acted as a religious, or a religious educational and charitable corporation in pursuance thereof, shall be deemed to be legally incorporated and shall have all the powers and be subject to all the liabilities of religious corporations under the provisions of this chapter.

Nothing herein contained shall be construed to affect any action or proceeding now pending for or against any such corporation. [As amended, May 2, 1895.]

TITLE XXI. CHAP. C. RECORDING OF INSTRUMENTS, ETC.

37. Deeds of church pews recordable.—2259. Deeds of pews or slips in any church may be recorded by the clerk of the town in which such church is situated, or by the clerk of

the society or proprietors if incorporated or legally organized; and such clerk shall receive the same fees as the register of deeds is entitled to for similar purposes.

MORTMAIN RESTRICTIONS.

38. The provisions restricting the alienation of estates contained in section 2039, of the statutes of 1889, were repealed April 5, 1893.

PARTICULAR DENOMINATIONS.

39. Provisions are made for special incorporations as follows:

Church Fire Insurance Companies, § 1941 s.

Congregationalists, § 2001 a.

Methodist Episcopal Church, § 1997.

Missionary corporations, § 2001 c.

Protestant Episcopal Church, § 1997.

Roman Catholic Church, § 2001 b.

WYOMING.

CONSTITUTION.

ARTICLE X.

[In effect, July 10, 1890.]

ART. I. DECLARATION OF RIGHTS.

1. No appropriations for religious purposes.—19. No money of the State shall ever be given or appropriated to any sectarian or religious society or institution.

ART. III. LEGISLATIVE DEPARTMENT.

2. No special laws to be passed.—27. The legislature shall not pass local or special laws granting to any corporation, association or individual any exclusive or special privileges, immunity or franchise whatever, or amending existing charter for such purpose.

ART. X. CORPORATIONS.

3. General laws to be enacted. Powers of the legislature.—1. The legislature shall provide for the organization of corporations by general law. All laws relating to corporations may be altered, amended or repealed by the legislature at any time when necessary for the public good and general welfare, and all corporations doing business in this State may as to such business be regulated, limited or restrained by law not in conflict with the constitution of the United States.

ART. XXI. SCHEDULE.

4. Territorial laws in force.—3. All laws now in force in the Territory of Wyoming, which are not repugnant to this constitution, shall remain in force until they expire by their own limitation or be altered or repealed by the legislature.

REVISED STATUTES, 1887.

[With amendments to 1891.]

TITLE I. CHAP. I. OF CONVEYANCES.

5. Conveyances of church pews may be recorded.

—19. Deeds or mortgages of pews or slips in any church, may be recorded by the register of deeds of the county in which such church is situated, or by the clerk of the society, or proprietors, if incorporated or legally organized, and such clerk shall receive the same fees as the register of deeds is entitled to for similar services.

TITLE VII. CORPORATIONS.

CHAP. IV. RELIGIOUS . . . AND OTHER ASSOCIATIONS.

6. Purposes.—566. Any number of persons, not less than three, may associate themselves together in the manner hereinafter mentioned, for any of the following purposes:

1. For the support of the gospel, or the maintenance of religious worship;

2. To maintain, hold, and keep in repair a house of public worship, with or without a parsonage house appurtenant thereto;

3. To provide, hold, maintain and keep in repair, a place or places for the burial of the dead. The same persons may unite in one association for one or more or for all the purposes above mentioned. . . .

16. All such persons so desiring to associate themselves for any of the foregoing purposes, shall make, sign, acknowledge, and cause to be filed and recorded in the same manner as provided in section five hundred and one,* duplicate certificates setting forth the name by which they have associated themselves, the purpose for which the association is formed, the number of the trustees, and the names of the trustees who shall manage the affairs of the association during the first year, or until the next annual election, the place at which the corporation will carry on its business, or pursue the purpose for

*501. Any three or more persons who may desire to form a company . . . may make, sign and acknowledge before some officer competent to take the acknowledgment of deeds, duplicate certificates in writing . . . and shall file one of the said certificates in the office of the county clerk of each county wherein the business of the company is to be carried on, and one thereof in the office of the secretary of the Territory.

which it is formed, and the duration of such corporation, which may be perpetual.

7. Record secures incorporation. Evidence of incorporation.—567. Upon filing such certificate, the persons therein named, their associates, successors and assigns, shall be and become a body corporate and politic by the name in such certificates mentioned, and its existence, powers and purposes may be proven in like manner as in the case of other corporations as provided in chapter one of this title.*

8. Powers. Limitations upon property.—568. Every such corporation shall have power to sue and be sued, plead and be impleaded, in all courts of law and equity whatsoever: to have and use a common seal, and alter the same at pleasure; to contract and be contracted with in pursuance of the powers of such corporation; to purchase or receive by gift, or otherwise, personal estate, such as may be necessary or proper for the purposes of such corporation, and to dispose of the same; to purchase or receive by gift, grant, devise or otherwise, real estate, such as may be necessary or proper for the purposes of the corporation, but not exceeding as follows: Corporations formed for any of the purposes specified in the first, second, third, . . . subdivisions of section five hundred and sixty-six,† not exceeding fifty thousand dollars in value. . . .

9. By-laws, purposes.—569. The members of every such corporation shall have power, when organized, to adopt by-laws for the following purposes: To regulate the time and places of holding their meetings, and the manner of calling special meetings; to regulate the management of the affairs and property of such corporation; to regulate the number of trustees‡ and other officers of the corporation, and their powers and duties; to regulate the qualifications, choice, powers and duties of the servants, teachers, and employes of such corporations, to prescribe the qualifications of persons desiring admission to such corporation, the manner of admission of new members, and the discharge or expulsion of members, to provide for the manner of forfeiting or selling of the shares in such corporation of any member failing to pay any assessment

*502. A copy of the certificate duly certified by the secretary of the Territory, under the great seal of the Territory of Wyoming, shall be evidence of the existence of such company. . . .

† See No. 6, p. 547.

‡ In business corporations the trustees cannot be less than three nor more than nine in number.

thereon, and all other by-laws and regulations necessary in promoting the objects and purposes of such corporation, so that the same be not inconsistent with the organic act and laws of this Territory, or the articles of association of such corporation.

10. Power to raise money.—570.* Any such corporation shall have power to raise money for the purposes of the corporation, in such manner as may be agreed upon by the articles of association or their by-laws.

11. Officers to receive no salary.—574. No officer of any corporation formed under the provisions of the first, second, or third subdivisions of section one † of this article, shall receive any salary or remuneration from any such corporation for services as such officer, nor shall any such officer enter into any contract with the corporation during the time of his remaining in office.

12. Powers of trustees conferred in by-laws.—575. The board of trustees of any religious society formed under the provisions of the first subdivision of section one † of this article, shall have and exercise such powers as are or may be conferred upon them by the by-laws of such corporation according to the usage and discipline of such society in their temporal affairs.

13. Power of legislature.—580. This chapter may, at any time, be repealed, altered or amended by the legislature, and corporations formed under the provisions hereof shall be subject to such regulations and alterations as the legislature may hereafter make.

CHAP. V. CERTAIN CHURCH AND ELEEMOSYNARY ASSOCIATIONS.

14. Churches may incorporate under denominational authority.—581. Churches, parishes and societies of all religious bodies, sects or denominations in this Territory, having an Episcopate, Presbytery, Synod, Conference or other governing body with spiritual jurisdiction extending over the whole Territory or part thereof, being at least six counties, may become incorporated for religious, missionary, educational or charitable purposes in the manner hereinafter provided.

15. First meeting for such organization.—582. The

* Sections 571 to 573 do not apply to religious societies.

† See No. 6, p. 547.

chief or presiding or executive officer of the religious bodies, sects or denominations mentioned in the preceding section may, at such place in this Territory as he may appoint for the purpose, convene a meeting of himself and some other officer or officers, subordinate to himself, but having general jurisdiction throughout the Territory, or part of the Territory aforesaid, and one or more priests, ministers or clergymen of the proposed church, parish or society, and at least two laymen resident within the limits thereof, of which meeting the said chief or presiding or executive officer shall be president and one of the other persons present shall be secretary.

16. Articles, contents and filing.—583. The said five or more persons being so convened and organized as a meeting, shall adopt articles of incorporation which shall fix:

1. The name of the church, parish or society and the place of its location;

2. The object and purpose of said church, parish or society;

3. The amount of debts which it shall be competent to contract, beyond which amount the corporation have no power to contract debts binding at law or in equity upon it, its members or its property;

4. The manner in which it may contract and become bound for the debts and may convey, encumber or change its property;

5. The manner in which the succession of the members of said corporation shall be regulated and vacancies in their number filled;

6. The time of the commencement and termination of the corporation;

7. By what officers its affairs shall be conducted;

Which articles, being subscribed and acknowledged by the persons present at said meeting and filed in the office of the secretary of the Territory, and recorded in the office of the county clerk of the county where such church, parish or society shall be located, whereupon such corporation shall be competent to transact all business in and by its corporate name.

17. Persons organizing to be first corporators.—584. The persons attending said meeting shall be the corporators and members of the corporation until their places may be supplied by and under the provisions of the articles of incorporation.

18. Denominational corporations for education,

charity, etc., how formed.—585. If any body of Christians has or shall have, according to its order or mode of government, an organization, whether known as synod, presbytery, conference, episcopate, or other name, with ecclesiastical or spiritual jurisdiction over its members throughout this Territory, and its authorities shall desire to engage in works of education, benevolence, charity, and missions, which works shall be of like extensive operation and benefit, and not of limited or local service, and they shall deem an incorporation convenient for the more successful operation of said works, all, or any of them, its said authorities, with such persons as they may associate with them, may cause such incorporation to be formed in the manners and with the powers hereinbefore provided for the incorporation of a church, congregation or society.*

19. Churches may reincorporate under this chapter.—586. Any incorporation of a church, parish or religious society now existing in this Territory, under or by virtue of any law thereof now in force, may be reincorporated under and by virtue of the provisions of this chapter; *Provided*, That such church, parish or religious society shall [act?] by a majority vote of all the members thereof, who shall attend at a meeting called for the purpose of taking action upon the subject of reincorporation; such meeting shall be called by notice given by the pastor, minister or clergyman of said church, parish or religious society, at some regular public service thereof, at least one week previous to such meeting. When any such incorporation shall have been reincorporated as herein provided for, then in that case, the new corporation so formed, shall be held to be the legal successor of the incorporation so reincorporating, and as such shall be held and construed in law and equity, to be the owner and holder of all the property, rights and franchises of the corporation of which it is the successor.

20. General laws to apply to corporations under this chapter.†—587. Corporations organized under the provisions of this chapter shall be subject to the laws of this Territory in respect of corporations which are applicable to them, save as herein expressly provided.

21. By-laws.—588. Every incorporation under this chapter shall be authorized to make such by-laws as may be

* See No. 6, p. 547.

† See notes to Nos. 6 and 7, pp. 547, 548.

necessary to carry into effect fully all the purposes of such incorporation; *Provided*, The same be not in conflict with the constitution of the United States, the laws of congress or of this Territory.

TITLE XXXVIII. PROCEDURE-CIVIL.

DIVISION VII. CHAP. III. PARTITION.

22. Partition of property of religious denominations.—2981. When two or more religious denominations, or other societies or associations, have united in a corporation, and as such corporation acquire title to real estate in this Territory, and subsequently agree to separate and form two or more separate corporations under the laws of the Territory, either corporation, after such separate organization, may file its petition, under this chapter, for partition of such property so required and held.

23. Partition of property of religious congregations.—2982. When two or more religious societies or congregations have, by gift or purchase, acquired land upon which to erect a house of public worship, and other buildings for church and school purposes, and for a cemetery, in common, and either of such societies or congregations desires to abandon the joint use of such house of public worship, or other erections, it may commence an action for the partition of the use of such common property, except the cemetery, which may continue to be used in common.

24. Restrictions upon partitions above authorized.—2983. If the court find that partition, in cases mentioned in the last section, can be made in such manner as to occasion no confusion or inconvenience to either party in the separate use of the common property, it may order partition thereof to be made; it shall specify in the judgment for what purpose partition of the use is made and how and for what purpose the use of the premises allotted to each party shall be occupied; and in no case shall the same or any part thereof be occupied for any other purpose than the erection of a house of worship and other erections connected therewith.

25. Costs and expenses to be equitably taxed.—2984. The court, having regard to the interest of the parties, and the benefit each may derive from a partition, and according

to equity, shall tax the costs and expenses which accrue in the action, including reasonable counsel fees, which shall be paid to plaintiff's counsel, unless the court award some part thereof to other counsel for service in the case for the common benefit of all the parties; and execution may issue therefor as in other cases.

CHAP. IV. REAL ACTIONS.

SUBDIVISION IV. TO SELL ENTAILED AND OTHER ESTATES.

26. Sale of property held for religious use, how effected.—3018. When any real estate, except burial grounds or a cemetery, has been donated, bequeathed or otherwise entrusted to or purchased by any person or trustee, for any public religious use, but not to or for the use of any specific or particular religious society, or denomination, or when the same has been donated, bequeathed, or entrusted to, or purchased by a particular religious society or denomination, and has been abandoned for such use, the district court of the county in which the same is located, may, upon good cause shown, upon the petition of any citizen of the vicinity, make an order for the sale of such property, whether the same has been built upon or otherwise improved or not, and may make such order as to costs, and such disposition of the proceeds of the sale of such religious or other public use, as shall be just, proper and equitable; and the purchaser thereof shall be invested with as full and complete a title thereto as the character of the original grant for such religious use will allow.

27. Who are parties to proceedings.—3019. All persons who have a vested, contingent or reversionary interest in such real estate, and the trustees or other temporal officers of any religious society then using the same, shall be made parties to the petition and be notified of the filing and pendency thereof, as in a civil action.

ACCEPTANCE OF CONSTITUTION.

[Act of Jan. 9, 1891.]

28. Acceptance necessary.—1. No corporation organized under the laws of Wyoming Territory or any other jurisdiction than the State of Wyoming, shall be permitted to transact business in this State until it shall have accepted the constitution of this State.

29. How effected.—2. Such acceptance shall be executed and acknowledged in all respects in the manner provided by the laws of Wyoming and the by-laws of the corporation so accepting the constitution, for the execution of deeds.

30. Record.—3. When duly executed, every acceptance of the constitution, hereby required, shall be filed and recorded in the office of the secretary of state, of the State of Wyoming.

31. Duty of secretary of state.—4. It shall be the duty of the secretary of state upon the filing of any acceptance of the constitution, to note on the margin of the record, of the certificate of incorporation of the corporation filing such acceptance, the fact that the same is filed; which notation shall also refer to the page and book wherein appears the record of such acceptance.

32. Imperfect acceptances legalized.—5. Every acceptance of the constitution of this state by any corporation, railroad or other company, heretofore executed and filed in the office of the secretary of state, which is signed by one or more of the principal officers of such corporation and has the corporate seal of such corporation affixed thereto, is hereby legalized, and shall have the same force and effect in all respects, as if the same had been executed and filed in conformity to the requirements of this act.

UNINCORPORATED SOCIETIES.

33. Sections 595 and 596, Title vii, Chap. vi, "Secret Societies," were amended Jan. 10, 1891, so as to cover "Any unincorporated body, society, or organization within this State," so as to allow them to hold property to the extent of \$10,000, and to protect their rights therein.

TAXATION.

The following provisions contained in the Constitutions and Statutes of the several States relating to the taxation or exemption from taxation of church property, are printed separately for convenience.

ALABAMA.

The general assembly shall not tax the property, real or personal, of the State, counties, or other municipal corporations, or cemeteries; nor lots in incorporated cities or towns, or within one mile or more distant from such cities or towns, to the extent of five acres, with the buildings thereon, when the same are used exclusively for religious worship, for schools, or for purposes purely charitable. . . . [Const., Art. IV.]

The following property . . . shall be exempt from taxation:

All lots in incorporated cities or towns, or within one mile of any city or town, to the extent of one acre, and all lots one mile or more distant from such cities or towns, to the extent of five acres, with the buildings thereon, when the same are used exclusively for religious worship, for schools, or for purposes purely charitable. [Code of 1887, par. 451, § 2.]

The libraries of ministers of the gospel, and all libraries other than those of a professional character, and all religious books kept for sale by ministers of the gospel and colporteurs. [*Ibid.*, § 4.]

ARIZONA.

All property of every kind and nature whatsoever, within this Territory, shall be subject to taxation, except:

Fourth. Churches, chapels, and other buildings for religious worship, with their furniture and equipments, and the lots of ground and improvements appurtenant thereto and used therewith; provided, rent is not paid for such grounds and so long as the said ground and improvements shall be used for such purposes only without yielding rent. [Rev. Stats., § 2630.]

ARKANSAS.

. . . . The following property shall be exempt from taxation: churches used as such; [Const. 1874, Art. XVI, § 5.]

All property described in this section, to the extent herein limited, shall be exempt from taxation:

First. All houses used exclusively for public worship, and the grounds attached to such buildings necessary for the proper occupancy, use and enjoyment of the same, and not leased or otherwise used with a view to profit. [Digest, 1894, § 6414.]

CALIFORNIA.

All property in the State, not exempt under the laws of the United States, shall be taxed in proportion to its value, to be ascertained as provided by law. [Const., Art. XIII, § 1; Codes and Stats., § 3607.]

COLORADO.

Lots with the buildings thereon, if said buildings are used solely and exclusively for religious worship, for schools, or for strictly charitable purposes, also cemeteries not used or held for private or corporate profit, shall be exempt from taxation, unless otherwise provided by general law. [Const., Art. X, § 5.]

The following classes of property shall be exempt from taxation, to wit:

Fourth. Lots, with the buildings thereon, if said buildings are used solely and exclusively for religious worship. [Ann. Stats., § 3766.]

All real and personal property held by any religious society, exclusively for its purpose, which has complied with the provisions of this chapter,* shall be exempt from ordinary taxation to an amount not over ten thousand dollars. [Ann. Stats., § 3767.]

CONNECTICUT.

The following property shall be exempt from taxation: Buildings or portions of buildings exclusively occupied as colleges, academies, churches, or public school houses, or infirmaries, parsonages of any ecclesiastical society, to the value of five thousand dollars, while used solely as such; build-

*The provision contained in Rev. Stat. 1868, chap. 15, Churches, has never been repealed.

ings belonging to, and used exclusively for, scientific, literary, benevolent, or ecclesiastical societies, not including any real estate, conveyed by any ecclesiastical society, or public or charitable institution, without reserving an annual income or rent, or by a conveyance intended to be a perpetual alienation; and not including any real estate of any educational, benevolent, or ecclesiastical corporation or association, whether held in the name of such corporation or association, or by any person or persons in trust for such corporation or association, and which is leased or used for other purposes than the specific purposes of such corporation or association; nor including lands granted and given for the maintenance of the ministry of the gospel, while leased; all lands used exclusively for cemetery purposes; . . . private libraries and books, not exceeding two hundred dollars in value; . . . and all musical instruments used exclusively by churches . . . the stock or securities issued by any ecclesiastical society to raise funds for the erection, alterations, or repairs of any church edifice, only to the amount of the actual cost of such erection, alterations, and repairs. [Gen. Stats., § 3820.]

Any church or ecclesiastical society in this State may have and hold exempt from taxation personal property, bonds, mortgages, or funds invested to an amount not exceeding in value the sum of ten thousand dollars; *Provided*, That such personal property shall be held solely for the uses of such society, and the revenue derived therefrom shall be used exclusively for the maintenance of public worship and the ordinary expenses incident thereto, *and provided*, That such society shall not have and hold property exceeding in value twenty thousand dollars in personal or real estate which is exempt from taxation, otherwise than by virtue of the provisions of this section. [Gen. Stats., § 3823.]

DELAWARE.

All real and personal property, not belonging to any . . . church, religious society, . . . shall be liable to taxation and assessment for public purposes. [*Provided*, That legacies for religious, charitable and educational purposes, shall not be subject to taxation.] . . . [Rev. Stats, Chap. XI, § 1.]

DISTRICT OF COLUMBIA.

All churches and school-houses, and all buildings, grounds and property appurtenant thereto, and used in connection

therewith in the District, and any cemetery therein, held and owned by a religious society, having a regular and known place of worship, or by any incorporated association, shall be exempt from any and all taxes or assessments, national or municipal. [Rev. Stats. of U. S., relating to Dist. of Col., Chap. V, § 147. Act of Feb. 21, 1871.]

. . . . So much of an act of Congress entitled "An act for the government of the District of Columbia, and for other purposes," approved June twentieth, eighteen hundred and seventy-four, as was construed to authorize the commissioners of the District to set aside former exemptions from taxation of church property which was actually held and used for the purpose of divine worship, and to enforce a tax upon such property, be, and is hereby, repealed; and the title to such property is hereby declared to vest in the trustees, or such other persons as held the title to the same at the time of the passage of the act of eighteen hundred and seventy-four, or their successors in interest, notwithstanding the sale of such property for non-payment of taxes.

2. That the commissioners be authorized and required to refund all taxes paid. [U. S. Stats., V. 21, p. 23, Act of June 21, 1879.]

FLORIDA.

The following property shall be exempt from taxation:

The property of all literary, benevolent, charitable, and scientific institutions within this State which shall be actually occupied and used by them solely for the purpose for which they have been, or may be, organized; but property of such institutions which is rented, and the rents, issues, and profits only used by such institutions, shall not be exempt from taxation; nor shall any property held by them as an investment or for speculation, be exempt from taxation.

All houses of public worship, and the lots on which they are situate, and the pews or slips, and furniture therein; every parsonage, and all burying-grounds, tombs, and rights of burial; but any building, being a house of worship, which shall be rented or hired for any other purpose except for schools, shall be taxed the same as other property.

All public libraries, and the real and personal property belonging to and connected with the same, consisting of the

library itself, and the real and personal property held for the actual use and occupation of such library only, and not for rent, profit, or speculation. [Rev. Stats., § 332.]

All property held by any religious society, the rents, issues, and profits of which only are used for religious or educational purposes, or as an accumulating fund, or for other uses than religious worship or educational purposes, whether personal or real, may be assessed to the treasurer of such society, and shall be assessed and taxed in the county where the property is situated, unless exempted by special law. [*Ibid.*, § 334.]

GEORGIA.

The following described property shall be exempt from taxation, to wit:

All places of religious worship, *Provided*, The above described property so exempted be not used for purposes of private or corporate profit or income. . . . [Code, § 798.]

IDAHO.

The following property is exempt from taxation:

Second. Churches, chapels and other buildings, with the lots of ground appurtenant thereto and used therewith, belonging to any church organization or society and used for religious worship, and from which no rent is derived; with their furniture and equipments. [Rev. Stats., § 1401.]

ILLINOIS.

All property described in this section, to the extent herein limited, shall be exempt from taxation, that is to say:

All church property actually and exclusively used for public worship, when the land (to be of reasonable size for the location of the church building) is owned by the congregation. [Rev. Stats., ch. 120, § 2.]

INDIANA.

The following property shall be exempt from taxation:

Sixth. Every building used for religious worship, and the pews and furniture within the same, and also the parsonage belonging thereto and occupied as such, and the land whereon said building or buildings are situate, not exceeding ten acres when owned by a church or religious society, or in trust for its use. . . . [Stats. 1894, § 8412.]

If all or any part, parcel or portion of any tract or lot of land, or any buildings or personal property enumerated in the preceding section as exempt from taxation, shall be used or occupied for any other purpose or purposes than those recited in said section, by reason whereof they are exempted from taxation, such property . . . shall be subject to taxation so long as the same shall not be set apart or used exclusively for some one of the purposes specified in said enumeration. [*Ibid.*, § 8413.]

IOWA.

The following classes of property are not to be taxed:

All . . . grounds and buildings of . . . benevolent and religious institutions and societies, devoted solely to the appropriate objects of these institutions, not exceeding six hundred and forty acres, and not leased or otherwise used with a view to pecuniary profit; and all property leased to charitable institutions and benevolent societies, and so devoted during the term of such lease; *Provided*, That all deeds by which such property is held shall be duly filed for record before the property therein described shall be omitted from assessment.

Money and credits belonging exclusively to such institutions, and devoted solely to sustaining them, but not exceeding in amount or income the sum prescribed by their charters. [Code, § 797.]

KANSAS.

All property used exclusively for . . . religious, . . . purposes, . . . shall be exempted from taxation. [Const., Art. XI, § 1.]

The property described in this section to the extent herein limited, shall be exempt from taxation: First, all buildings used exclusively as places of public worship, as public school-houses, or both, with the furniture and books therein contained and used exclusively for the accommodation of schools and religious meetings, together with the grounds owned thereby, not exceeding in any one case ten acres if not leased or otherwise used with a view to profit, and also any parsonage or dwelling owned by any church society and occupied by its pastor as a residence, together with the ground on which it is situated, not exceeding in any one case one-half of an acre. [Gen. Stats., § 6848.]

KENTUCKY.

There shall be exempt from taxation places actually used for religious worship, with the grounds attached thereto and used and appurtenant to the house of worship, not exceeding one-half acre in cities or towns, and not exceeding two acres in the country all parsonages or residences owned by any religious society, and occupied as a home, and for no other purpose, by the minister of any religion, with not exceeding one-half acre of ground in towns and cities and two acres of ground in the country appurtenant thereto. . . . [Const., § 170; Stats., § 4026.]

LOUISIANA.

The following property shall be exempt from taxation All places of religious worship *Provided*, The property so exempted shall not be used or leased for purposes of private or corporate profit or income. [Const., § 207.]

The following property shall be exempt from taxation: Fourth. Churches, chapels, convents and other public buildings for religious worship, with the furniture and equipments and the lots of ground thereunto appurtenant and used therewith, so long as the same shall be used for that purpose only. [Rev. Laws, § 3233.]

MAINE.

The following property is exempt from taxation : Houses of religious worship including vestries and the pews and furniture within the same, except for parochial purposes, and property held by any religious society as a parsonage, not exceeding six thousand dollars in value, and from which no rent is received; but all other property of any religious society is liable to taxation the same as others' property. [Rev. Stats., Title i, chap. 6, § 6, sub § 4.]

The real and personal property of all benevolent and charitable institutions incorporated by the State, shall be exempt from taxation, except that so much of the real estate of such corporations as is not occupied by them for their own purposes shall be taxed in the municipality in which it is situated. [*Ibid.*, sub § 2.]

Personal property held by religious societies shall be assessed to the treasurer thereof in the town where they usually hold their meetings. [Rev. Stats., Title i, ch. 6, § 14, sub § 9.]

MARYLAND.

Houses or buildings used exclusively for public worship, or the furniture contained therein, the parsonages connected therewith, and the grounds appurtenant to such houses or buildings so exclusively used for public worship, or as parsonages which may be necessary for the respective uses thereof, are exempt from taxation. [Rev. Code, Art. 81, § 4.]

MASSACHUSETTS.

The following property shall be exempted from taxation:

Third. The personal property of literary, benevolent, charitable and scientific institutions incorporated within this commonwealth, and the real estate belonging to such institutions, occupied by them or their officers for the purposes for which they were incorporated; but such real estate, when purchased by a corporation with a view to removal thereto, shall not, prior to such removal, be exempt for a longer period than two years; and the real and personal estate of such corporations formed under general laws shall not be exempt in any case where a part of the income and profits of their business is divided among their members or stockholders, or where any portion of such real estate is used or appropriated for other than literary, educational, benevolent, charitable, scientific, or religious purposes.

Seventh. Houses of religious worship owned by a religious society, or held in trust for religious organizations, and the pews and furniture (except for parochial purposes); but portions of such houses appropriated for purposes other than religious worship, shall be taxed at the value thereof to the owners of the houses. [Publ. Stats., chap. XI, § 5.]

MICHIGAN.

The following property shall be exempt from taxation . . . 9. All the houses of public worship, with the pews or slips and furniture therein; also, the land on which such houses of worship may stand, so far as occupied by such houses of worship, and for no other purposes . . . and also any parsonage, owned and occupied as such by any religious society incorporated under the laws of this State. [Rev. Stats., § 1005.]

Eighth. All property held by any religious society as a ministerial fund shall be assessed to the treasurer of such

society; and if such property consists of real estate, it shall be taxed in the township where such property lies; if it consists of personal property, it shall be taxed in the township where such society usually holds its meetings. [*Ibid.*, § 1008.]

MINNESOTA.

. . . . All churches, church property used for religious purposes, and houses of worship . . . shall, by general laws, be exempt from taxation. [Const., Art. IX, § 3.]

All property described in this section to the extent herein limited shall be exempt from taxation, that is to say:

First. All public school-houses, academies, colleges, universities, and seminaries of learning, with the books and furniture therein, and the grounds attached to such buildings necessary for their proper occupancy, use and enjoyment, and not leased or otherwise used with a view to profit; houses used exclusively for public worship, and the lot or parts of lots upon which such houses are erected.

Second. All lands used exclusively for public burying grounds or cemeteries. . . .

Ninth. All public libraries, or libraries owned by corporations other than those for pecuniary profit, and real and personal property belonging to or connected with the same. [Gen. Stats., 1894, § 1512.]

MISSISSIPPI.

All property, real or personal, belonging to any religious or charitable society or incorporated institution for the education of youth, used exclusively for the purposes of such society or institution, and not for profit is exempt from taxation. [Ann. Code, 1892, § 3744, d.]

MISSOURI.

Lots in incorporated cities or towns, or within one mile of the limits of any such city or town, to the extent of one acre, and lots one mile or more distant from such cities or towns, to the extent of five acres, with the buildings thereon, may be exempted from taxation, when the same are used exclusively for religious worship, *Provided*, That such exemptions shall be only by general law. [Const., Art. X, § 6.]

Lots in incorporated cities or towns, or within one mile of

the limits of any such city or town, to the extent of one acre, and lots one mile or more distant from such cities or towns to the extent of five acres, with the buildings thereon when the same are used exclusively for religious worship, schools, or for purposes purely charitable, shall be exempted from taxation for State, county, and local purposes. [Rev. Stats., § 7504.]

MONTANA.

. . . . Places for actual religious worship may be exempt from taxation. [Const., Art. XII, § 2.]

. . . . Places of actual religious worship are exempt from taxation, but no more land than is necessary for such purpose is exempt. [Codes and Stats., § 3671.]

NEBRASKA.

Such property as may be used exclusively for religious purposes, may be exempted from taxation, but such exemptions shall be only by general law. [Const., Art. IX, § 2.]

The following property shall be exempt from taxation in this State:

Second. Such property as may be used exclusively for school religious, and charitable purposes; *Provided*, That in the assessment of real estate, encumbered by public easement, any depreciation occasioned by such easement shall be deducted in the valuation of such property. [Comp. Stats., ch. 77, Art. I, § 2; Const., Art. X, § 2.]

NEVADA.

The legislature shall provide by law for a uniform and equal rate of assessment and taxation, and shall prescribe such regulations as shall secure a just valuation for taxation of all property, real, personal and possessory, excepting such property as may be exempted by law for religious, or charitable purposes. [Const., Art. X, § 168.]

The following property shall be exempt from taxation:

Third. Churches, chapels and other buildings used for religious worship, with their furniture and equipments and the lots of ground on which they stand, used therewith and necessary thereto; *Provided*, That the amount exempted shall in no case exceed the sum of five thousand dollars for any one church,

chapel or other building used exclusively for religious worship, *and provided further*, That when any such property is used for any other than church purposes, and a rent or other valuable consideration is received for its use, the same shall be taxed. [Gen. Stats., § 1080.]

NEW HAMPSHIRE.

Real estate, whether improved or unimproved, and whether owned by residents or others, is liable to be taxed, except houses of public worship, twenty-five hundred dollars of the value of parsonages owned by religious societies, and occupied by their pastors. [Pub. Stats., 1891, chap. 55, § 2.]

Stock in corporations shall not be taxed, if the nature and purposes of the corporation are such that no dividend of its profits is to be made. [*Ibid.*, chap. 55, § 9.]

NEW JERSEY.

The following property shall be exempt from taxation, viz. :

All buildings erected and used for religious worship and the land whereon the same are situate, necessary to the fair use and enjoyment thereof, not exceeding five acres for each one, the furniture thereof and the personal property used therein, the endowment or fund of any religious society , *Provided*, That no building so used which may be rented for such purposes and rent received by the owner therefor shall be exempted , pews in churches. . . . [Act, April 11, 1866.]

That the dwelling house owned by any religious corporation, and the land upon which the same stands, while and during only the time actually used by the officiating clergyman of such religious corporation, shall be exempt from taxation to an amount not exceeding five thousand dollars, but not more than one dwelling actually used by any one religious corporation shall be so exempt. [Act, March 11, 1893.]

II. The following property is exempt from taxation: All colleges, academies or seminaries of learning, public libraries, school-houses, buildings erected and used for religious worship, buildings used as asylums or schools for the care, cure, nurture, maintenance and education of feeble-minded or idiotic persons and children, provided such institutions are duly incorporated under the laws of this State, and the land whereon the same

are situate necessary to the fair use and enjoyment thereof, not exceeding five acres for each one; the furniture thereof and the personal property used therein, the endowment or fund of any religious society, college, academy, seminary of learning or public library, or institution for feeble-minded persons as aforesaid; *Provided*, That no building so used, which may be rented for such purposes and rent received by owner therefor, shall be exempted; pews in churches, grave-yards not exceeding ten acres of ground, cemeteries, and all buildings used exclusively for charitable purposes, with the land whereon the same are erected, and which may be necessary for the fair enjoyment thereof, and the furniture and personal property used therein, [Act, May 16, 1894.]

NEW MEXICO.

The following shall be exempt from taxation:

. . . . The grounds, buildings, books of religious institutions and societies devoted exclusively to the appropriate objects of these institutions, and not leased or otherwise used with a view to pecuniary profit. . . . [Comp. Laws, 1885, § 2808.]

NEW YORK.

The following property shall be exempt from taxation:

Sec. 3. Every building erected for the use of a college, incorporated academy, or other seminary of learning, and in actual use for either of such purposes, every building for public worship, every school-house, court-house and jail, used for either of such purposes, and the several lots whereon such buildings so used are situated, and the furniture belonging to each of them.

Sec. 8. The personal property of every minister of the gospel, or priest of any denomination, or of every such minister or priest who is permanently disabled by impaired health from performing the active duties of the ministry, and every such minister or priest, who has reached the age of seventy-five years; and the real estate of such minister or priest, or such disabled or aged minister or priest, when occupied by him; *Provided*, Such real and personal estate do not exceed the value of one thousand five hundred dollars.

Sec. 11. A dwelling house owned by any religious corporation and the land upon which the same stands, while and

during only the time actually used by the officiating clergyman of such religious corporation shall be exempt to an amount not exceeding two thousand dollars, but not more than one dwelling actually used by any one religious corporation shall be so exempt. [Rev. Stats., Part 1, chap. 13, Title 1, § 4, as amended by laws of 1883, chap. 397, and L. 1884, chap. 537, and L. 1892, chap. 565.]

The real property of a corporation or association, organized exclusively for the moral and mental improvement of men and women, or for religious, charitable, missionary, hospital, educational, patriotic, historical, or cemetery purposes, or for two or more of such purposes, and used exclusively for carrying out thereupon one or more of such purposes, shall be exempt from taxation. But no such corporation or association shall be entitled to any such exemption, if any officer, member or employee thereof shall receive or may be lawfully entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services in effecting one or more of such purposes, or as proper beneficiaries of its strictly charitable purposes; or if the organization thereof, for any of such avowed purposes, be a guise or pretense for directly or indirectly making any other pecuniary profit for such corporation or association, or for any of its members or employees, or if it be not in good faith organized or conducted exclusively for one or more of such purposes. The real property of any such corporation or association entitled to such exemption, held by it exclusively for one or more of such purposes, and from which no rents, profits or income are derived, shall be so exempt, though not in actual use therefor, by reason of the absence of suitable buildings or improvements thereon, if the construction of such buildings or improvements is in progress, or is in good faith contemplated by such corporation or association. The real property of any such corporation not so used exclusively for carrying out thereupon one or more of such purposes, but leased or otherwise used for other purposes shall not be so exempt; but if a portion only of any lot or building of any such corporation or association is used exclusively for carrying out thereupon one or more of such purposes of any such corporation or association, then such lot or building shall be so exempt only to the extent of the value of the portion so used, and the remaining portion of such lot or building to the extent of the value of such remaining por-

tion shall be subject to taxation. Property held by an officer of a religious denomination, shall be entitled to the same exemption, subject to the same conditions and exceptions as property held by a religious corporation. [L. 1893, ch. 498.]

NORTH CAROLINA.

The General Assembly may exempt . . . property held for . . . religious purposes; . . . [Const., Art. V, § 5.]

See also under North Carolina, Code, No. 22, in this volume.

NORTH DAKOTA.

. . . . The legislative assembly shall by a general law exempt from taxation property used exclusively for . . . religious . . . purposes. . . . [Const., Art. XI, § 176.]

The following . . . property shall be exempt from taxation . . . :

5. The grounds and buildings of . . . religious institutions . . . devoted solely to the appropriate objects of these institutions, not exceeding ten acres in extent, and not leased or otherwise used with a view to pecuniary profit. [Rev. Code, 1895, § 1177.]

OHIO.

. . . . Houses used exclusively for public worship . . . may, by general laws, be exempted from taxation; but all such laws shall be subjected to alterations and repeal; and the value of all property so exempted, shall, from time to time, be ascertained and published, as may be directed by law. [Const., Art. XII, § 2.]

The following property shall be exempt from taxation:

First. All public school-houses, and houses used exclusively for public worship, the books and furniture therein, and the grounds attached to such buildings necessary for the proper occupancy, use and enjoyment of the same, and not leased or otherwise used with a view to profit: . . .

Sixth. All buildings belonging to institutions of purely public charity, together with the land actually occupied by such institutions, not leased or otherwise used with a view to profit and all moneys and credits appropriated solely to sustaining and belonging exclusively to such institutions. [Rev. Stats., § 2732.]*

*Special provision for "Indiana Yearly Meeting of Friends" in § 2732-1.

All lands held under lease for any term exceeding fourteen years, and not subject to revaluation, belonging to . . . any religious . . . or benevolent society or institution, whether incorporated or unincorporated, . . . and school and ministerial lands, shall be considered for all purposes of taxation as the property of the person or persons holding the same, and shall be assessed in their name. [*Ibid.*, § 2733.]

OKLAHOMA.

The following classes of property shall be exempt from taxation, and may be omitted from the list herein required to be given. . . .

Third. Public grounds, by whomsoever devoted to the public use, and including all places set apart for the burial of the dead, except such as are held by any person, company, or corporation with a view to profit or for the purpose of speculation in the sale thereof. . . .

Fifth. The grounds and buildings of library, scientific, educational, benevolent, and religious institutions, colleges, or societies devoted solely to the appropriate objects of these institutions, not exceeding ten acres in extent, and not leased or otherwise used with a view to pecuniary profit.

Sixth. The books, papers, furniture, scientific or other apparatus pertaining to the above institutions and used solely for the purpose above contemplated, and the like property of students in any such institutions used for the purpose of their education. [Stats., § 5578.]

OREGON.

The legislative assembly shall provide by law . . . for taxation of all property, both real and personal, excepting such only for . . . religious . . . purposes, as may be specially exempted by law. [Const., Art. IX, § 1.]

The following property shall be exempt from taxation:

4. All houses of public worship, and the lots on which they are situated, and the pews or slips, and the furniture therein, and all burial grounds, tombs and rights of burial, but any part of any building, being a house of public worship which shall be kept or used as a store or shop, or for any other purpose, except for public worship or for schools, shall be taxed upon the cash valuation thereof the same as personal property, to the owner or occupant, or to either; and the taxes shall be

collected thereon in the same manner as taxes on personal property. [Ann. Laws, ch. 17, § 2732.]

PENNSYLVANIA.

. . . . The General Assembly may, by general laws, exempt from taxation actual places of religious worship [Const., Art. IX-I.]

All churches, meeting-houses, or other regular places of stated worship, with the grounds thereto annexed necessary for the occupancy and enjoyment of the same, be and the same are hereby exempted from all and every county, city, borough, bounty, road, school and poor tax.* *Provided*, That all property, real and personal, other than that which is in actual use and occupation for the purposes aforesaid, and from which any income or revenue is derived, shall be subject to taxation, except where exempted by law for State purposes, and nothing herein contained shall exempt (the) same therefrom. [Act, May 14, 1874, § 1, P. L., 158.]

. . . . Also exempting from taxation all parsonages owned by any church or religious society, with the lands attached thereto, not exceeding five acres; also excepting and exempting from such taxation all burial lots exempted by the provisions of the act of April 5, 1859, entitled, "An act relative to incorporated cemetery companies," and the lands and premises of all cemetery companies where such property is held in trust for the sole purpose of improving said lands and premises, and whose revenues of whatever kind are devoted to that object, and in no way inure to the benefit or profit of the incorporators or any of them, and *Provided further*, That no burial lots sold to individuals for burial of the dead shall be liable to levy and sale for any taxes whatsoever. [1873, Apl. 8, P. L. 64, § 1.]

RHODE ISLAND.

The following property . . . shall be exempt from taxation: . . . buildings for religious worship and the land upon which they stand and immediately surrounding the same, to an extent not exceeding one acre, so far as said buildings and land are occupied and used exclusively for religious or educational purposes . . . but no property or estate whatever shall hereafter be exempt from taxation, in any case, where

* This includes assessments for curbing, etc.

any part of the income or profits thereof, or of the business carried on thereon, is divided among its owners or stockholders. [Gen. Laws, 1896, Title VIII, Chap. XLIV, § 2.]

SOUTH CAROLINA.

There shall be exempted from taxation . . . all churches, parsonages and burying grounds . . . *Provided*, That as to real estate this exemption shall not extend beyond the buildings and premises actually occupied by such . . . churches, parsonages and burial grounds, although connected with charitable objects. [Const., Art. X, § 4.]

The following property shall be exempt from taxation:

2. All houses used exclusively for public worship, the books and furniture therein and the ground actually occupied by them not exceeding in any case two acres, and the parsonage and lot on which it is situate so long as no income is derived therefrom. [Rev. Stats., 1893, § 222.],

SOUTH DAKOTA.

6. The legislature shall, by general law, exempt from taxation, property used exclusively for . . . religious . . . purposes. . . . [Const., Art. XI, § 6.]

All property described in this section to the extent herein limited shall be exempt from taxation, that is to say : . . .

3. All property belonging to any charitable, benevolent or religious society, or used exclusively for charitable, benevolent or religious purposes. [Act, March 9, 1891, § 5.]

TENNESSEE.

All property . . . shall be taxed but the legislature may exempt such . . . as may be held and used for purposes purely religious. [Const., Art. II, § 28.]

The following property herein enumerated shall be exempt from taxation, and none other. . . .

2. All property belonging to any religious, charitable or educational institution and actually used for the purposes for which said institution was created. [Code, § 601.]

TEXAS.

The legislature may, by general laws, exempt from taxation actual places of religious worship. . . . [Const., Art. VIII, § 2.]

The following property shall be exempt from taxation, to wit, I. . . . Houses used exclusively for public worship, the books and furniture therein and the grounds attached to such buildings necessary for the proper occupancy, use and enjoyment of the same, and not leased or otherwise used with a view to profit. [Rev. Stats., Title 95, § 4673.]

UTAH.

Houses and other buildings and land occupied for public worship, owned by any religious denomination, so long as the same is used for public worship and no income is derived therefrom; but this subdivision does not include the residence of the minister, parson, or other person attendant upon such denomination. [Comp. Laws, § 2009, 4.]

VERMONT.

The following property shall be exempt from taxation: Real and personal estate, granted, sequestered, or used for public, pious, or charitable uses: and lands leased for the support of the gospel, but private buildings on such lands shall be set in the list to the owners thereof, and shall not be exempt. [Rev. Stats., § 270.]

VIRGINIA.

The legislature may exempt all property used exclusively for religious purposes. [Const., Art. X, § 3.]

All real estate and buildings thereon owned by any religious denomination and used as a church, or for divine worship, or as a church parsonage; real estate owned by church and other like benevolent associations, where the proceeds arising from said property are devoted exclusively to charitable or educational purposes; shall be exempt from taxation: *Provided, however,* That nothing herein contained shall be construed to exempt from taxation any part of a lot or building used for any private purposes, or for profit; but where a part of the property or its proceeds is used for charitable or school purposes, then, to that extent, the same shall be exempt from taxation. [Code, § 457.]

WASHINGTON.

. . . . Such property as the legislature may, by general laws, provide, shall be exempt from taxation. [Const., Art. VII, § 2.]

All property described in this section to the extent herein limited, shall be exempt from taxation; that is to say: Second. All lands used exclusively for public burying grounds or cemeteries, all churches built and supported by donations, whose seats are free to all, and the grounds whereon such churches are built, not exceeding one hundred and twenty feet by two hundred feet in quantity: *Provided*, such grounds are used wholly for church purposes. [Act, March 5, 1893, § 5.]

WEST VIRGINIA.

. . . Property used for religious purposes may, by law, be exempted from taxation. [Const., Art. X, § 1.]

All property, real or personal, described in this section, and to the extent herein limited, shall be exempt from taxation, that is to say: property used exclusively for divine worship, parsonages, and the household goods and furniture pertaining thereto. [Code, chap. 29, § 43.]

WISCONSIN.

. . . . Taxes shall be levied upon such property as the legislature shall prescribe. [Const., Art. VIII, § 1.]

The property in this section described is exempt from taxation, to wit: Personal property owned by any religious or benevolent association, used exclusively for the purposes of such association, and the real property, if not leased or not otherwise used for pecuniary profit necessary for the location and convenience of the buildings of such association and embracing the same, not exceeding ten acres; and parsonages whether of local churches or districts, and whether occupied by the pastor permanently or rented for his benefit. The occasional leasing of such buildings for schools, public lectures or concerts or the leasing of such parsonages, shall not render them liable to taxation. [Ann. Stats., § 1038.]

WYOMING.

. . . . Lots with the buildings thereon used exclusively for religious worship, church parsonages . . . shall be exempt from taxation. [Const., Art. XV, § 12.]

The following described property is hereby exempt from taxation: . . . Third. . . . The grounds and buildings of benevolent, agricultural, and religious societies or institutions devoted solely to the appropriate objects of these institutions, or the revenue, if any, therefrom which is devoted solely to the appropriate objects of these institutions, the same not exceeding three acres in extent, and not leased or otherwise used with a view to the pecuniary profit of any individual member of such society or institution, and when, by the laws of such society or institution, their funds or property of whatever nature, cannot be divided among the members thereof, in case of the dissolution of such society or institution.

Fourth. The books, papers, furniture and apparatus belonging to the above institutions, and used solely for the purposes above contemplated . . . Moneys and credits belonging exclusively to said institutions, and devoted solely to sustaining them, but not exceeding in amount or income the sum prescribed by their charter. [Rev. Stats., § 3771.]

DISTURBANCE OF PUBLIC WORSHIP.

All the States make provision for the punishment of persons disturbing in any way assemblies gathered for public worship. Offenders, as a rule, are to be arrested by any officer of the peace, at the call of church officers. In certain States, other persons also are vested with power to arrest; for instance, in Indiana, "sextons of churches;" in Maine, "any tithing-man;" in Michigan, all "presiding elders, ministers of the gospel, deacons, stewards, and official members of any church or religious society, who may be present;" and in New Hampshire, "any person present." In some States, *c. g.*, Kansas and Nebraska, any person may turn offenders out of the church edifice. The penalties to be inflicted upon conviction vary from simple fine to imprisonment.

NEW YORK.

THE RELIGIOUS CORPORATIONS LAW.*

[CHAP. XLII. OF THE GENERAL LAWS.]

[Amendment, passed, April, 1896, directly affecting Presbyterian Churches. Chap. 190, Laws of 1896.]

ARTICLE IV. SPECIAL PROVISIONS FOR THE INCORPORATION AND GOVERNMENT OF REFORMED DUTCH, PRESBYTERIAN, REFORMED PRESBYTERIAN AND LUTHERAN CHURCHES.

113. Word Presbyterian inserted in title.—1. The title of article four of chapter seven hundred and twenty-three of the laws of eighteen hundred and ninety-five entitled “An act in relation to religious corporations, constituting chapter forty-two of the general laws,” is hereby amended to read as follows: Special provisions for the incorporation and government of Reformed Dutch, Presbyterian, Reformed Presbyterian and Lutheran churches.

114. Decision by Lutheran and Presbyterian churches as to system of incorporation and government.—2. Section sixty-one of such law is hereby amended to read as follows:

61. A meeting for the purpose of incorporating an unincorporated Evangelical Lutheran church, or an unincorporated Presbyterian church in connection with the Presbyterian church in the United States of America, must be called and held in pursuance of the provisions of the next article of this chapter, except that the first business of such meeting after its organization, shall be to determine whether such church shall be incorporated and governed in pursuance of this article, or in pursuance of the next article of this chapter. If such meeting determines that such church shall be incorporated and governed in pursuance of this article, then no further proceeding shall be taken in pursuance of the next article, and such church may be

* See p. 372.

incorporated and shall be governed after its incorporation in pursuance of the provisions of the following sections of this article, except such provisions as are applicable only to churches of a different denomination; and the certificate of incorporation shall recite such determination of such meeting. If such church is an unincorporated Presbyterian church in connection with the Presbyterian church in the United States of America, and such meeting determine that it shall be incorporated and governed in pursuance of this article, then the meeting shall also determine whether by virtue of their office, the deacons only of such church, or the pastor, elders and deacons of such church, or the pastor and elders of such church, shall be the trustees of such corporation; and the certificate of the incorporation shall recite such determination of such meeting. If such meeting determine that such church shall be incorporated and governed in pursuance of the next article of this chapter, then this article shall not be applicable thereto, but such church may be incorporated and shall be governed after its incorporation in pursuance of the provisions of the next article of this chapter, except such provisions as are applicable to churches of a single religious denomination only.

115. Incorporation of Reformed Dutch, Presbyterian, Reformed Presbyterian and Evangelical Lutheran churches under this article.—3. Section sixty-two of such law is hereby amended to read as follows:

62. If an unincorporated church in connection with the Reformed church in America, the true Reformed Dutch church in the United States of America, the Reformed Presbyterian church, or with the Evangelical Lutheran church, determine to incorporate in pursuance of this article, the minister or ministers and the elders and deacons thereof, or if a Presbyterian church in connection with the Presbyterian church in the United States of America, the officers determined upon as the trustees thereof by the meeting for incorporation or such of them as may be in office, shall execute, acknowledge and cause to be filed and recorded, a certificate in pursuance of this article. The deacons of a Reformed Presbyterian church may alone sign such certificate if authorized so to do by such church. Such certificate of incorporation shall state the name of the proposed corporation, the county and town, city or village where its principal place of worship is or is intended to be located, and, if it be an Evangelical Lutheran church, or a

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Presbyterian church in connection with the Presbyterian church in the United States of America, the fact that a meeting of such church duly called decided that it be incorporated under this article. If it be signed by the deacons of a Reformed Presbyterian church, it shall state that they were authorized so to do by such church. If it be the certificate of a Presbyterian church in connection with the Presbyterian church in the United States of America, it shall recite that the officers signing such certificate were determined upon by the meeting for incorporation to be the trustees of such corporation. On filing such certificate such church shall be a corporation by the name stated therein, and the minister or ministers, if any, and the elders and deacons of such church shall, by virtue of their offices be the trustees of such corporation, except that if it be a Reformed Presbyterian church, the certificate of incorporation of which shall have been, in pursuance of law, signed by its deacons only, the deacons of such church shall, by virtue of their offices, be the trustees of such corporation; and except that if it be a Presbyterian church in connection with the Presbyterian church in the United States of America, the officers determined upon by the meeting for incorporation shall, by virtue of their offices, be the trustees of such corporation.

116. Evangelical Lutheran and Presbyterian churches, changing system of electing trustees.—4. Section sixty-six of such law is hereby amended to read as follows:

66. If the trustees of an incorporated Evangelical Lutheran church, or an incorporated Presbyterian church in connection with the Presbyterian church in the United States of America, shall at any time be elective in pursuance of the next article of this chapter, the church may, at an annual corporate meeting, if notice thereof be given with the notice of such meeting, determine, if an Evangelical Lutheran church, that the minister or ministers and elders and deacons thereof, or if a Presbyterian church in connection with the Presbyterian church in the United States of America, that the deacons thereof, or the pastor and the elders and the deacons thereof, or the pastor and the elders thereof, shall thereafter constitute the trustees thereof, and thereon the trustees of such church shall sign, acknowledge and cause to be filed and recorded, a certificate stating the fact of such determination, and if an Evangelical Lutheran church, the names of the minister or ministers, if any, and of the elders and deacons of such church, or if a Presby-

terian church in connection with the Presbyterian church in the United States of America, the names of the officers determined upon to be the ex-officio trustees thereof; and thereon the terms of office of such elective trustees shall cease, and the minister or ministers, and the elders and deacons of such church, if an Evangelical Lutheran church, or the officers determined upon by such corporate meeting, if a Presbyterian church in connection with the Presbyterian church in the United States of America, and their successors in office shall, by virtue of their respective offices, be the trustees of such church. If, at any time, the officers of an incorporated Evangelical Lutheran church, or an incorporated Presbyterian church in connection with the Presbyterian church in the United States of America, which officers by virtue of their offices constitute the trustees thereof, shall determine to submit to a meeting of such church corporation, the question whether the trustees of such church shall be thereafter elective in pursuance of the next article of this chapter, they shall cause a corporate meeting of such church to be called and held in the manner provided in sections eighty-four and eighty-five* of this chapter, and such corporate meeting shall determine, whether the trustees of such church shall thereafter be elective in pursuance of the next article of this chapter, and also whether the number of such trustees shall be three, six or nine, and the date of the annual corporate meeting of the church. If such meeting shall determine that such trustees shall thereafter be elective, the presiding officer thereof and at least two other persons present and voting thereat, shall sign, acknowledge and cause to be filed and recorded in the office of the clerk of the county in which the certificate of incorporation of such church is filed, a certificate of such determination of such meeting; and thereafter the trustees of such church shall be elective in pursuance of the next article of this chapter. At the next annual corporate meeting after the filing of such certificate, one-third of the number of trustees so determined on shall be elected to hold office for one year, one-third for two years, and one-third for three years, and the officers of such church who by virtue of their offices have been trustees of such church, shall then cease to be such trustees, and thereafter article five of this chapter shall apply to such church. At each subsequent annual corporate meeting of such church, one-third of the number of trustees so determined on shall be elected to hold office for three years.

* See pp. 353-354.

AMENDMENT ART. V.

117. Application of this article.—4. Section eighty* of such law is hereby amended to read as follows:

80. This article is not applicable to a Protestant Episcopal church, a Roman Catholic church, or to a Christian Orthodox Catholic church of the Eastern Confession. No provision of this article is applicable to a Reformed church in America, a true Reformed Dutch church in the United States of America, a Presbyterian church in connection with the Presbyterian church in the United States of America, a Reformed Presbyterian church or to an Evangelical Lutheran church, incorporated after October first, eighteen hundred and ninety-five, except as declared to be so applicable by the next preceding article of this chapter; this article is applicable to such a church incorporated before October first, eighteen hundred and ninety-five, if the trustees thereof were then elective as such, and so long as they continue to be elective as such. The next preceding article of this chapter is applicable to such a church incorporated before October first, eighteen hundred and ninety-five, if its trustees were not then elective as such and so long as its trustees continue not to be elective as such. This article is applicable to churches of all other denominations.

118. Time when in force.—5. This act shall take effect immediately.

* See p. 351.

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