

Beneficiary Societies.

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An act to incorporate benevolent and charitable associations.

Revision—Approved April 9, 1875.

1. [Amended and supplied by Secs. 17 and 19, *post.*]
2. That the said officer or officers of such association, elected as aforesaid, shall immediately certify such corporate name, under his or their hands, and file such certificate in the office of the clerk of the court of common pleas of the county in which such association shall have holden

P. L. 1853, p. 355.
 " 1866, p. 770.
 " 1872, p. 31.

Certificate of
 corporate name
 to be filed and
 recorded.

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the said meeting, whose duty it shall be to record the same, and for which he shall be entitled to receive twenty-five cents.

Power to hold lands.

3. That the estate and property, of what kind soever the same may be, of such association, shall be vested in them as a corporation, and by their corporate name such association shall be able to purchase, receive, take hold and convey, for the use and benefit of such corporation, and for the purpose of effecting the objects of its incorporation, any lands, tenements and hereditaments, and any sum or sums of money, rights, securities, goods and chattels, by gift, alienation, devise, bequest or otherwise, of any person or persons, bodies politic and corporate.

May make a constitution and by-laws.

4. That incorporations under this act shall be authorized to make, adopt, and use, and from time to time to alter, amend, or change such general form of a constitution, and such by-laws for their government, as to them shall seem right and proper; *provided*, that nothing in said constitution or by-laws be repugnant to the constitution or laws of the United States or of this state.

Officers, how elected.

5. [Amended and supplied by Sec. 20, *post*.]

What officers to give bond.

6. That the officers of any such incorporation shall be elected or appointed in such manner, at such times, and in such place, as the said corporation shall by their constitution or by-laws provide; and the officer or officers to whom shall be entrusted the custody of the funds of any such corporation shall give bond for the faithful discharge of the duties of his or their office, in such sum and with such sureties as the association may determine.

Charitable associations heretofore incorporated authorized to organize under this act. P. L. 1853, p. 355.

7. That any association of persons heretofore incorporated under the provisions of the act entitled "An act to incorporate benevolent and charitable associations," passed March twelfth, eighteen hundred and forty-four, or under the act having the same title, approved March ninth, eighteen hundred and fifty-three, are hereby authorized to organize under this act in the manner provided in the first section; and upon filing a certificate of the corporate name of such association, as required by the second section, all the right, title and interest of any association heretofore incorporated, in any estate, real or personal, shall be vested in the said body corporate and politic so created, and the original incorporation of such association shall be null and void.

Benevolent or fraternal societies may incorporate under this act to establish a college or home. P. L. 1872, p. 31.

8. That whenever any benevolent or fraternal organization or society having a grand lodge, or other legislative head, duly organized and existing in this state, shall determine to establish a college for the education of orphans and others, or a home for widows, orphans and aged members of such society in this state, they may become incorporated under this act, and such organization or society shall have and may retain the right, through its grand lodge or other legislative head, to select and name the persons who shall form such corporation, and be the first trustees thereof, and to prescribe the terms of office of such trustees, and provide for their classification, so that a portion thereof shall go out of office, and their successors be elected at each annual session, and by the members present of such grand lodge or society; the said grand lodge or society may also provide that no person shall be a trustee of such corporation, unless he be a member of such order, organization or society, in good standing; and may also require said board of trustees to report annually to the grand lodge or society founding the same, the condition of affairs of such corporation, and the amount and manner of its receipts and expenditures.

Power of alteration, &c.

9. [Amended and supplied by Sec. 18, *post*.]

10. That the legislature may at any time alter, modify, or repeal this act, and may also annul or repeal the charter of any association incorporated under and by virtue of the provisions of this act; and the same shall take effect immediately.

By supplement approved March 24th, 1875 (P. L. p. 40), the provisions of the above act are extended to the subordinate councils of the junior order of American mechanics.
By supplement approved March 31st, 1875 (P. L. p. 46), extended to all associations of persons whose object is to promote social intercourse, or to provide a library, &c., or a place and the means for engaging in lawful amusements and physical exercise.

Supplement.

Approved April 6, 1876.

P. L. 1876, p. 86.

11. SEC. 1. That persons or associations whose object is to give and extend benevolent and charitable assistance and relief to persons who are not members or corporators, that have been or shall be incorporated under the provisions of the act to which this is a supplement, shall be deemed and taken to be lawful corporations of this state, and entitled to all the rights and privileges conferred by the said act.

Associations extending relief to non-members or corporators deemed lawful corporations.

Supplement.

Approved March 12, 1878.

P. L. 1878, p. 82.

12. SEC. 1. That whenever, in the judgment of any corporation organized under the act to which this is a supplement, or any association organized for benevolent and charitable purposes incorporated under any law of this state, it shall be deemed advisable and most for the benefit of such corporation that the same should be dissolved, it shall and may be lawful for such corporation, within ten days after the adoption of a resolution to that effect by said corporation, to cause written or printed notice of the adoption of such resolution to be mailed to each and every member of said corporation residing in the United States, and also within ten days to cause like notice to be published in one or more newspapers published and circulated in the county wherein such corporation shall have their place of meeting, at least four weeks successively, once a week, next preceding the time appointed for the same, of a meeting of such members of said corporation, to be held at the usual place of meeting of said corporation in such county, to take action upon such resolution, and which meeting may, on the day so appointed, by the consent of a majority of the said members present, be adjourned from time to time for not less than one week at any one time, of which adjourned meeting notice by advertisement in such paper shall be given; and if at any such meeting two-thirds of all the members then present shall consent by resolution that such dissolution shall take place, then and in such case such corporation shall, upon filing a certificate of such consent, duly attested by their secretary, in the office of the secretary of state, and receiving from him a certificate that such certificate of consent has been filed, be dissolved, and the said corporation shall cause such certificate to be published four weeks successively, at least once in each week, in one or more of the newspapers published and circulating in the county in which such corporation has had its place of meeting; *provided*, that the secretary of state shall not issue the certificate of dissolution hereinbefore mentioned until satisfied by due proof that the requirements aforesaid have been duly complied with by such corporation; *and provided further*, that no distribution of the assets of any corporation affected by this act shall be made until the debts of such corporation shall have been fully satisfied.

Proceedings for dissolving benevolent associations.

Notice to be mailed to every member.

Certificate of consent to be filed in office of secretary of state.

Proviso.

Proviso.

Supplement.

Approved March 23, 1878.

P. L. 1878, p. 201.

13. SEC. 1. That it shall be lawful for two or more associations incorporated under the act to which this is a supplement, or under any special act of this state, for benevolent and charitable purposes only, to consolidate their corporate rights, powers and privileges into one association, so that by such act of consolidation all the property, rights and privileges by law vested in such associations shall be transferred to and become vested in the association to be formed by such acts of consolidation, under such name as by such agreements of consolidation may be adopted.

Two or more associations may consolidate into one association.

14. SEC. 2. That such consolidation may be agreed upon at a special meeting of the trustees, managers, board of council, or other persons having the lawful control and management of any such association, by whatever name they may be known, such meeting to be called for that purpose only; that if at such meeting two-thirds of all the trustees, managers or other

Consolidation may be agreed upon at a special meeting called for that purpose only.

Certificate of agreement to be filed in the office of the secretary of state.

persons, as aforesaid, shall be in favor of an agreement to consolidate as aforesaid, which agreement shall also have been submitted to and ratified by the majority of the members of each association at a special meeting called for that purpose and the object thereof being duly stated in the call for the same, then a certificate, reciting fully such facts, shall be made, signed by the secretary and president of each association so agreeing to consolidate, who shall cause the same to be filed in the office of the secretary of state, and thereupon the act of consolidation shall be deemed complete, and all the property, powers and privileges theretofore held, possessed and enjoyed by the associations entering into such agreement of consolidation shall become vested in the association into which such consolidation has taken place and by such name as may have been agreed upon.

Certificate may be made and filed when consolidations have been heretofore agreed upon.

15. SEC. 3. That any two or more benevolent or charitable associations which have heretofore agreed to consolidate, and which have substantially carried into effect such consolidation by the merging of the property and effects of the respective associations thus consolidated, may make a certificate, signed in the same manner as required in the second section of this act, and cause the same to be filed as required in said section, which said certificate shall recite the facts of such consolidation and also state the corporate name under which said last-mentioned consolidated association shall be known, and thereafter the act of consolidation shall be deemed complete and valid, and such consolidated association shall be entitled to all the rights and privileges conferred by the act to which this is a supplement.

Supplement.

Approved April 5, 1878.

P. L. 1878, p. 330.

Persons or associations whose object is to promote reform of wayward persons to be deemed lawful corporations.

16. SEC. 1. That persons or associations whose object, in addition to other objects enumerated in said act and the various supplements thereto, and to which said act this is a supplement, is to promote the reformation of wayward persons of either sex, that have been or shall be incorporated under the provisions of the act to which this is a supplement, shall be deemed and taken to be lawful corporations of this state, and entitled to all the rights and privileges conferred by said act and its supplements; *provided*, that nothing in this supplement shall be construed as authorizing such associations to deprive any person or persons of their liberty unless by due process of law.

Proviso.

Supplement.

Approved March 2, 1881.

P. L. 1881, p. 53.

Restrictions not to apply to certain organizations or associations.

17. [Sec. 1, amending Sec. 1 of original act, is again amended and supplied by Sec. 19, *post*.]

18. SEC. 2. That the ninth section of the act to which this is a supplement be amended so that the same shall read as follows:

[That no restrictions as to the number of members, nor as to the amount of annual income, shall apply to any benevolent or fraternal organization or association, duly organized or existing, or which may hereafter be duly organized in this state, nor to any corporations formed for the purpose of establishing a college or home as above provided.]

Supplement.

Approved March 22, 1886.

P. L. 1886, p. 99.

Formation of benevolent and charitable associations.

19. SEC. 1. That the first section of the act as heretofore amended, to which this is a supplement [see Secs. 1 and 17, *ante*], be amended so that the same shall read as follows:

[That every association of persons, not less than three in number, associated for benevolent and charitable purposes, be and they are hereby authorized, at any regular meeting of such association, by a majority of votes, to elect by ballot, or otherwise, according to the constitution or by-laws of such association, to appoint one or as many officers of such association as shall be deemed necessary; which said association, and such other

General powers.

persons as may be associated with them, are hereby constituted a body politic and corporate in law, by whatever name they shall assume, and by such name shall have succession and continuance, and be capable in law of suing and being sued, defending and being defended in all courts and places whatever, and may have and use a common seal and alter and renew the same at pleasure, and by their name as aforesaid, and under their common seal, may make and enter into, execute and enforce any contracts or agreements relating to, touching or concerning the objects of said corporation.] (a)

20. SEC. 2. That the fifth section of the act to which this is a supplement be amended so that the same shall read as follows :

[That the sole and exclusive objects of incorporations under this act shall be to relieve or support such of the members thereof or such other persons as shall by sickness, casualty, old age or other cause be rendered incapable of attending to their usual occupation or calling; to discourage intemperance and diffuse the principles of benevolence and charity; to promote the decent interment of deceased members or widows of deceased members; to give and extend benevolent and charitable relief and assistance to persons who are not members or corporators; to promote religion, morality or industry by local missions or Sunday-schools or schools of a charitable nature, and other charitable objects; any one or more of the above objects may be provided for in the constitution and by-laws of such corporation, which shall have power to provide for such necessary expenses as shall accrue by carrying into effect the said object or objects; and no part of the funds of such corporation shall be used for banking purposes or in any manner except as provided in this act.] (b)

Objects of associations.

21. SEC. 3. That if any corporation shall have been organized in accordance with the provisions of the act to which this is a supplement as now amended, such organization shall be deemed to have been valid and effectual for all purposes.

Corporations heretofore organized deemed valid and effectual.

Supplement.

Approved March 2, 1883.

P. L. 1883, p. 57.

22. SEC. 1. That from and after the passage of this act there shall be no limit as to the number of persons that may hereafter associate themselves together under the provisions of the act to which this act is a supplement, and that associations heretofore formed under the provisions of the act to which this is a supplement, may increase their membership in accordance herewith. (c)

No limit as to number of persons who may hereafter associate.

23. SEC. 2. [Amended and supplied by Sec. 24, *post.*]

Supplement.

Approved April 12, 1886.

P. L. 1886, p. 221.

24. SEC. 1. That section two of a supplement to the act to which this act is a supplement, and which supplement was approved March second, one thousand eight hundred and eighty-three, be and the same is hereby amended to read as follows :

[That it shall be lawful for associations incorporated under this act to contract with their members to pay death benefits according to the rules or by-laws adopted by such associations, and to agree to pay the same to the husband, wife, father, mother, son, daughter, brother, sister or legal representative of such member after his or her death, which contract the beneficiary therein named shall have full legal power to enforce in proceedings at law or equity.]

Association authorized to contract with members to pay death benefits, &c.

(a) An association under the benevolent association act does not come within the prohibition of the insurance laws so long as it confines its agreements to the payment of sick benefits and burial expenses. *State v. Taylor*, 27 Vr. 49.

(b) See *Stewart v. The Odd Fellows' Mutual Life Ins. Asso.*, 12 N. J. L. J. 113.

(c) See *State v. Taylor*, 27 Vr. 49.

BENEFICIARY SOCIETIES.

P. L. 1886, p. 324.

Temperance associations may be incorporated under this act.

Supplement.

Approved April 28, 1886.

25. SEC. 1. That organizations or associations, whether of male or female persons, or of both, whose object is the reformation of inebriates, or to encourage temperance, or to promote temperance by obtaining persons to sign temperance pledges, or otherwise, may be incorporated under the act to which this is a supplement, with all the powers, rights and privileges conferred by said act and its supplements, and any such organization or association of persons now existing or hereafter formed, being unincorporated, having a constitution and by-laws, and a board of managers, trustees or directors, or other governing body, may become incorporated by filing a certificate signed by such managers, trustees or directors, or other governing body, in the manner provided by the act to which this is a supplement.

P. L. 1886, p. 236.

Trades assembly, labor union, &c., may be incorporated under this act.

Supplement.

Approved April 16, 1886.

26. SEC. 1. That any trades assembly, labor union or other society of workmen associated together for lawful mutual aid and protection, may become incorporated under the act to which this is a supplement, in the same manner and with the same powers as are in said bill set forth and provided.

P. L. 1890, p. 211.

Merchants or societies of business men may be incorporated.

Supplement.

Approved April 7, 1890.

27. SEC. 1. That any assembly of merchants or other society of business men, associated together for lawful mutual aid and protection, may become incorporated under the act to which this is a supplement, and with the same powers as are in said act set forth and provided.

P. L. 1890, p. 245.

Bible societies may become incorporated.

Supplement.

Approved April 14, 1890.

28. SEC. 1. That all bible societies in this state, whose object is the printing and circulation of the holy scriptures, without note or comment, and receiving contributions for that purpose, may be incorporated under an act to which this is a supplement, with all the powers, rights and privileges conferred by said act and supplements thereto; and any such organization and bible society now existing or hereafter formed, having a constitution and by-laws and a board of directors or managers, may become incorporated by filing a certificate, signed by such directors, trustees or managers, by an act to which this is a supplement.

P. L. 1890, p. 465.

Members of any mutual association incorporated under this act may create a capital stock.

Supplement.

Approved June 13, 1890.

29. SEC. 1. That it shall be lawful for the members of any mutual association or corporation heretofore or hereafter incorporated or organized under the provisions of the act to which this is a supplement, to provide for and create a capital stock of such association or corporation, upon consent in writing of all the members of such association or corporation, and to provide for the payment of such stock, and to fix and prescribe the rights and privileges of the stockholders therein.

P. L. 1892, p. 340.

Associations for patriotic objects may incorporate under this act.

Supplement.

Approved March 29, 1892.

30. SEC. 1. That organizations or associations composed of citizens of this state, whether male or female, whose objects are patriotic in their character, and who purpose to carry out such objects by the observance of the anniversaries of events in the history of the republic, and by the collection of manuscripts, rolls and records relating to the war of the American revolution or other wars of the country, may become incorporated under the provisions of the act to which this is a supplement, and by virtue of

such incorporation shall become and be vested with all the powers, rights, privileges and franchises conferred by said act and its several supplements; *provided*, such organizations or associations shall comply with all the requirements of said act and its supplements so far forth as may be thereby required for such incorporation and as shall be applicable. Proviso.

Supplement.

Approved April 9, 1892. P. L. 1892, p. 453.

31. SEC. 1. That whenever any certificate heretofore made under the provisions of this act has not been immediately filed or recorded, or when it fails to disclose the manner of the election of the officers named in said certificate, or by reason of any informality or irregularity may be deemed effectual, notwithstanding said informality or irregularity, and said certificate shall be as effectual for all intents and purposes of said act as though such informality or irregularity did not exist. Informal or irregular certificates validated.

A supplement to an act entitled "An act to incorporate benevolent and charitable associations," approved March ninth, one thousand eight hundred and fifty-three.

Approved April 5, 1886. P. L. 1886, p. 179.

32. SEC. 1. That wherever a certificate of incorporation has been heretofore made and executed and filed and recorded in pursuance of the provisions of an act entitled "An act to incorporate benevolent and charitable associations," approved on the twelfth day of March, in the year one thousand eight hundred and forty-four, but such action has been taken subsequently to the passage of the act entitled "An act to incorporate benevolent and charitable associations," approved March ninth, one thousand eight hundred and fifty-three, which latter act repealed the provisions of the former act, that any association that has heretofore attempted to incorporate under said act of March twelfth, one thousand eight hundred and forty-four, after the passage of the act of March ninth, one thousand eight hundred and fifty-three, shall be a body politic and corporate in law, by whatever name they have assumed under the certificate filed under said act of March twelfth, one thousand eight hundred and forty-four, and by such name shall have succession and continuance, and be capable in law of suing and being sued, and defending and being defended in all courts and places whatever, and having all the corporate powers, the same as if duly incorporated under said act of March ninth, one thousand eight hundred and fifty-three; and the acts of such association are hereby in all things ratified, confirmed and validated, and shall have the same force and effect as if said association had been duly incorporated under and in compliance with the provisions of the act of March ninth, one thousand eight hundred and fifty-three, and the supplements thereto. Associations formed under a certain act held valid.

Acts confirmed and validated.

33. SEC. 2. That the title to any lands and property held and possessed by any such association shall vest in said association as fully and completely as if the same had been incorporated under the provisions of said act of March ninth, one thousand eight hundred and fifty-three, and the property had been acquired thereunder. Title to lands held valid.

A supplement to an act entitled "An act to incorporate benevolent and charitable associations," approved March ninth, one thousand eight hundred and fifty-three. (1)

Approved April 20, 1876. P. L. 1876, p. 225.

WHEREAS, In and by an act entitled "An act to incorporate benevolent and charitable associations," approved March ninth, one thousand eight hundred and fifty-three, it was in and by the first section enacted as follows: "That every association of persons, not exceeding one thousand in number, associated for benevolent and charitable purposes, be and they Preamble.

(1) The act of March 9th, 1853, was repealed April 9th, 1875. The section proposed to be amended by this act is now section 1 of the revised act of 1875.

BENEFICIARY SOCIETIES.

are hereby authorized, at any regular meeting of such association, by a majority of votes, to elect by ballot such and so many officers of such association as shall be deemed necessary; which said association, and such other persons as may be associated with them, are hereby constituted a body politic and corporate in law, by whatever name they shall assume, and by such name shall have succession and continuance, and be capable in law of suing and being sued, defending and being defended in all courts and places whatever, and may have and use a common seal and alter and renew the same at pleasure, and by their name as aforesaid, and under their common seal, may make and enter into, execute and enforce any contracts or agreements relating to, touching or concerning the objects of said corporation;” now,

34. SEC. 1. That said section hereinbefore recited be and the same is hereby amended by striking out the words “one thousand,” where the same occur in said section, and inserting the words “two thousand” in the place thereof, so that the said section will read, when so amended, as follows: “Every association of persons, not exceeding two thousand in number, associated for benevolent and charitable purposes, be and they are hereby authorized, at any regular meeting of such association, and by a majority of votes, to elect by ballot such and so many officers of such association as shall be deemed necessary; which said association, and such other persons as may be associated with them, are hereby constituted a body politic and corporate in law, by whatever name they shall assume, and by such name shall have succession and continuance, and be capable in law of suing and being sued, defending and being defended in all courts and places whatever, and may have and use a common seal and alter and renew the same at pleasure, and by their name as aforesaid, and under their common seal, may make and enter into, execute and enforce any contracts or agreements relating to, touching or concerning the objects of said corporation.” [See Sec. 22, *ante*.]

Association of persons not to exceed two thousand, authorized.

A supplement to an act entitled “An act to incorporate benevolent and charitable associations,” approved March ninth, one thousand eight hundred and fifty-three. (1)

Approved March 19, 1878.

35. SEC. 1. That it shall be lawful for any corporation or association, existing by virtue of the act to which this is a supplement, to change its corporate name by a two-thirds vote of the board of directors or managers of such corporation or association who shall be present at a regular or special meeting called for that purpose; *provided*, that the corporation or association cause to be made and filed a certificate in writing in manner hereinafter mentioned; such certificate in writing shall set forth, first, the name of such corporation or association in use immediately preceding the vote, and making and filing the said certificate; second, 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 managers, or a majority of said board, and filed in pursuance of the act to which this is a supplement, in the office of the clerk of the county where the principal office or place of business of such corporation or association 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 affidavit of the secretary or acting secretary of such corporation or association, that the said certificate is made by the authority of the board of directors or managers of such corporation or association, as expressed by a two-thirds vote of the members present at a regular or special meeting of said board, called for that purpose.

P. L. 1878, p. 142.

Corporate name may be changed by a two-thirds vote of the board of directors or managers.

Proviso.

Change of name not to be deemed effected until certificate is filed in the office of the secretary of state.

36. SEC. 2. That no change in the name of any corporation or association 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

(1) The act of March 9th, 1853, was repealed by the act of April 9th, 1875.

office of the secretary of state, as herein directed ; but no such change shall in manner lessen or impair any liability of such corporation or association incurred or existing at the time of such change of name shall be made ; and no suit pending at the time of such change of name shall abate by reason thereof, but the same may be prosecuted to judgment and execution in the original name of such corporation or association, and under such execution the property of said corporation or association, whether held by its original or amended name, may be levied on and sold to satisfy such judgment.

Suit pending at the time of the change not to abate by reason thereof.

An act concerning corporations constituted for benevolent and charitable purposes.

Approved March 5, 1890.

P. L. 1890, p. 46.

37. SEC. 1. That 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.

Amount of real and personal property that may be held.

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38. SEC. 2. That 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.

May change location of principal place of business.

39. SEC. 3. That nothing herein contained shall be construed to exempt the property of said corporation from taxation.

Property not exempt from taxation.

II. Fraternal societies.

An act for the formation of incorporated associations by the membership of fraternal societies in this state.

Approved February 23, 1885.

P. L. 1885, p. 44.

40. SEC. 1. That it shall be lawful for any number of members, not less than twenty-five, representing at least five separate lodges or councils of any fraternal society having a grand jurisdiction within this state, when met together under a call duly published in at least one newspaper issued and circulating within the county wherein such lodges hold their meetings, stating the object of said meeting to be to incorporate under this act and the time and place of said meeting, which said call shall be signed by a chairman and secretary of what purports to be a temporary organization of members of such fraternal society previously made, to select, by a two-thirds vote of all the members then present and voting, a name for such association, and by a like vote, to elect fifteen members of such fraternal society to be the trustees thereof.

Members of separate lodges or councils may be incorporated.

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41. SEC. 2. That said trustees, when elected, shall forthwith make a certificate, signed and sealed by each of them and duly acknowledged to be their hand and seal, and file the same with the county clerk of the county wherein said association shall have organized, which certificate shall be recorded by the county clerk, and after such record the same shall be filed in the office of the secretary of state, and upon the filing thereof the secretary of state shall issue a certificate to said trustees, declaring them to be, and from the date of said certificate they and their successors shall be, a corporation under the laws of this state ; that said certificate thus filed shall contain the following facts :

Certificates of incorporation, where recorded and filed.

I. The name selected to designate the association in its business ;
II. The place where the business of the association is to be conducted, which must be within the county where organized, and the object for which said association is formed ;

What certificate is to contain.

III. The total amount of the capital stock of the association which its trustees are authorized to issue by the vote of two-thirds of the members at said meeting for organization, which amount said meeting is hereby required to fix, and which shall not be less than two thousand dollars or more than one hundred thousand dollars, and the amount with which they will commence business, which shall not be less than a subscription of twenty-five per centum of the total capital stock, the par value of the shares of which shall not exceed ten dollars ;

IV. The name and residence of every member present at the meeting for organization, and the lodge or council to which he shall belong.

Associations may hold real estate.

42. SEC. 3. That associations incorporated under this act shall have full power and lawful authority to take, hold, receive, grant and convey by deed, bequest or devise any and all land and real estate necessary and proper for the prosecution of their business.

Object of associations.

43. SEC. 4. That the sole and only object of associations created under this act shall be to purchase the necessary land and buildings, or build and erect such building or buildings upon land purchased by or devised to them, and furnish and repair the same for use and occupancy as a public or private hall, opera-house, theater or other like public or private building, with the right to let parts thereof for general business purposes.

Election and authority of trustees.

44. SEC. 5. That the trustees first elected as aforesaid shall hold their office for one year from the date of the certificate of organization filed by them, and until their successors are elected and enter upon the discharge of their duties; that said trustees shall be authorized to open books of subscription to the capital stock of said association as fixed by its certificate of incorporation and require the payment of said capital stock in such installments as may be deemed necessary for the needs of the association, but said trustees shall in no case be required to receive any subscription offered by or to issue any of the capital stock to any person not a member of the fraternal society whose membership organized the association.

Increase or capital stock.

45. SEC. 6. That any such association, if it shall discover that its capital stock is insufficient to fulfill its requirements, may, through its board of trustees, with the written consent of two-thirds in interest of its stockholders, at any time increase its capital stock to such an amount as may be so consented to by the stockholders; *provided*, said increase and original capital stock shall not exceed two hundred thousand dollars. [See Sec. 50, *post*.]

Proviso.

Annual meeting.

46. SEC. 7. That an annual meeting of stockholders shall be held on the first Monday in June in each year, of the time and place of which meeting ten days' previous public notice shall be given by advertisement in at least one newspaper published within the county where such association exists, and by a like personal notice to be mailed to each stockholder of the association at his residence as stated upon the stock-book of the association, at which annual meeting the trustees shall make, through the treasurer of the board, a full and detailed account of all receipts and disbursements by them made, which report shall be certified to as correct in every item thereof, by a committee of at least three of the board of trustees, and shall be open for inspection to any stockholder at any time after said meeting at the office of the president of the board of trustees, whose duty it shall be to take and retain such report; that the president of the board of trustees shall call said stockholders' meeting to order and preside thereat, and a secretary shall be elected by the meeting; in the absence of the president of the board any stockholder may call the meeting to order and the meeting choose some stockholder to occupy the chair, and said meeting when organized shall, by a majority vote of the stock voted thereat, select fifteen trustees for the next ensuing year, whose term of office shall begin immediately upon their election, and the chairman and secretary shall certify the result of the election by a certificate under their hands, which shall be filed by the secretary of the board of trustees with the papers in his office and duly entered in the minutes of the stockholders' meeting.

Election of trustees.

By-laws may be adopted.

47. SEC. 8. That the board of trustees shall have power to adopt by-laws for the regulation and government of the association and the conduct of business, and to alter, amend or repeal the same by a two-thirds vote of the board at any regular meeting, if notice of the proposed alteration, amendment or repeal shall have been given at a previous regular meeting, and it may be provided by said by-laws that the stock of said association shall or shall not be voted by proxy; that the members elected on the board of trustees shall, after their election, immediately meet and organize by the election of a president, secretary, treasurer and such other officers as the by-laws may provide.

Officers of board of trustees.

Supplement.

Approved April 20, 1885.

P. L. 1885, p. 266.

48. SEC. 1. That it shall be lawful for any association created under this act to provide by its by-laws for an increase of the number of trustees of such association to twenty-one, and where such increase shall, by by-laws, be so made, the board now in office can fill the vacancies by appointment until the next annual meeting of stockholders.

Association may provide for increase in number of trustees.

49. SEC. 2. That it shall be lawful for the board of trustees, by their by-laws, to provide that each shareholder in said association shall be entitled to but one vote, and that stock, as such, shall not be voted at the annual meetings of the association; *provided, however*, that no by-laws so providing shall become operative until submitted to and approved by the stockholders present and voting at an annual meeting of the association.

May provide that each shareholder entitled to but one vote, &c.

50. SEC. 3. That it shall be lawful for such association, with the consent, in writing, of two-thirds of the stockholders in interest, to increase its capital stock to three hundred thousand dollars.

May increase capital stock.

An act regulating fraternal beneficiary societies, orders or associations.

Approved March 11, 1893.

P. L. 1893, p. 232.

51. SEC. 1. That a fraternal beneficiary association is hereby declared to be a corporation, society or voluntary association, organized and carried on for the sole benefit of its members and their beneficiaries, and not for profit, having a lodge system, with a ritualistic form of work, and a representative form of government, and making provision for the payment of benefits in case of sickness, disability or death, and also to provide for the payment, upon the expiration of a fixed period of not less than five years, to members whose beneficiaries or distribution period may then expire, of such sum not exceeding the maximum amount named in the beneficiary certificate of its members, subject to their compliance with its constitution and laws, the fund from which the payment of such benefits shall be made and the fund from which the expenses of such association shall be defrayed being derived from assessments or dues collected from its members, and the payment of death benefits being made to the families, heirs, blood relatives, affianced husband or affianced wife of, or to persons dependent upon, the member; such associations shall be governed by this act, and shall be exempt from the provisions of insurance laws of this state, and no law hereafter passed shall apply to them unless they be expressly designated therein.

Fraternal beneficiary associations defined, &c.

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52. SEC. 2. That all such associations coming within the description as set forth in section one of this act, organized under the laws of this or any other state, province or territory, and now doing business in this state, may continue such business; *provided*, that they hereafter comply with the provisions of this act regulating annual reports and the designation of the commissioner of banking and insurance as the person upon whom process may be served as hereinafter provided.

Associations now doing business may continue.

Proviso.

53. SEC. 3. That any such association coming within the description as set forth in section one of this act, organized under the laws of any other state, province or territory, and not now doing business in this state, shall be admitted to do business within this state when it shall have filed with the commissioner of banking and insurance a duly-certified copy of its charter and articles of association, and a copy of its constitution or laws, certified to by its secretary or corresponding officer, together with an appointment of the commissioner of banking and insurance of this state as a person upon whom process may be served as hereinafter provided; *and provided*, that such association shall be shown by certificate to be authorized to do business in the state, province or territory in which it is incorporated or organized in case the laws of such state, province or territory shall provide for such authorization; and in case the laws of such state, province or territory do not provide for any formal authorization to do business on the part of any such association, then such association shall

Foreign associations not now doing business in state shall be admitted.

Proviso.

be shown to be conducting its business in accordance with the provisions of this act, for which purpose the commissioner of banking and insurance of this state may personally, or by some person designated by him, examine into the condition, affairs, character and business methods, accounts, books and investments of such association at its home office, which examination shall be at the expense of such association, and shall be made within thirty days after demand therefor, and the expense of such examination shall be limited to the sum of fifty dollars.

Shall annually
file report of its
affairs.

Blank forms pro-
vided for reports.

Questions to be
answered.

54. SEC. 4. That every such association doing business in this state shall, on or before the first day of March of each year, make and file with the commissioner of banking and insurance of this state a report of its affairs and operations during the year ending on the thirty-first day of December immediately preceding, which annual report shall be in lieu of all other reports required by any other law; such reports shall be upon blank forms to be provided by the commissioner of banking and insurance, or may be printed in pamphlet form, and shall be verified under oath by the duly-authorized officer of such association, and shall be published, or the substance thereof, in the annual report of the commissioner of banking and insurance under a separate part entitled "fraternal beneficiary associations," and shall contain answers to the following questions:

- I. Number of certificates issued during the year, or members admitted;
- II. Amount of indemnity effected thereby;
- III. Number of losses or benefit liabilities incurred;
- IV. Number of losses or benefit liabilities paid;
- V. The amount received from each assessment for the year;
- VI. Total amount paid members, beneficiaries, legal representatives or heirs;
- VII. Number and kinds of claims for which assessments have been made;
- VIII. Number and kinds of claims compromised or resisted, and brief statement of reasons;
- IX. Does association charge annual or other periodical dues or admission fees?
- X. How much on each one thousand dollars annually or per capita, as the case may be?
- XI. Total amount received, from what source, and the disposition thereof;
- XII. Total amount of salaries paid to officers;
- XIII. Does association guarantee in its certificates fixed amounts to be paid regardless of amount realized from assessments, dues, admission fees and donations?
- XIV. If so, state the amount guaranteed, and the security of such guarantee;
- XV. Has the association a reserve fund?
- XVI. If so, how is it created and for what purpose, the amount thereof and how invested?
- XVII. Has the association more than one class?
- XVIII. If so, how many, and the amount of indemnity in each?
- XIX. Number of members in each class;
- XX. If voluntary, so state, and give date of organization;
- XXI. If organized under the laws of this state under what law and at what time, giving chapter, and year and date of passage of the act;
- XXII. If organized under the laws of any other state, province or territory, state such fact and the date of organization, giving chapter and year and date of passage of the act;
- XXIII. Number of certificates of beneficiary membership elapsed during the year;
- XXIV. Number in force at beginning and end of year; if more than one class, number in each class;
- XXV. Name and address of its president, secretary and treasurer, or corresponding officers;

the commissioner of banking and insurance is empowered to address any additional inquiries to any such association in relation to its doings or condition, or any other matter connected with its transactions relative to the business contemplated by this act, and such officers of such association as the commissioner of banking and insurance may require shall promptly reply in writing, under oath, to all such inquiries.

55. SEC. 5. That each such association now doing or hereafter admitted to do business within this state and not having its principal office within the state, and not being organized under the laws of this state, shall appoint, in writing, the commissioner of banking and insurance, or his successor in office, to be its true and lawful attorney, upon whom all lawful process in any action or proceeding against it may be served, and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served upon the association, and that the authority shall continue in force so long as any liability remains outstanding in this state; copies of such certificate, certified by said commissioner of banking and insurance, shall be deemed sufficient evidence thereof, and shall be admitted in evidence with the same force and effect as the original thereof might be admitted; service upon such attorney shall be deemed sufficient service upon such association; when legal process against any such association is served upon said commissioner of banking and insurance, he shall immediately notify the association of such service by letter, prepaid and directed to its secretary or corresponding officer, and shall within two days after such service forward in the same manner a copy of the process served on him to such officer; the plaintiff in such process so served shall pay to the commissioner of banking and insurance, at the time of such service, a fee of three dollars, which shall be recovered by him as part of the taxable costs if he prevails in the suit; the commissioner of banking and insurance shall keep a record of all processes served upon him, which record shall show the day and hour when such service was made.

56. SEC. 6. That the commissioner of banking and insurance shall, upon the application of any association having the right to do business within this state as provided by this act, issue to such association a permit in writing, authorizing such association to do business within this state, for which certificate and all proceedings in connection therewith such association shall pay to said commissioner the fee of five dollars.

57. SEC. 7. That hereafter nine or more persons may become an incorporated fraternal beneficiary association, within the descriptions set forth in section one of this act, by filing in the office of the commissioner of banking and insurance a declaration executed and acknowledged by each of them, stating their intention to form such fraternal beneficiary association, the proposed name thereof (which shall not be the same as nor too closely resemble the name of any other fraternal beneficiary association doing business in this state); the mode in which its corporate powers are to be exercised and the names and official titles of the officers, trustees, directors, representatives or other persons, by whatsoever name or title designated, who are to have and exercise the general control and management of its affairs and funds, who shall be elected after the first year by representatives chosen by grand or subordinate lodges, councils or bodies, who shall be members of such association; there shall be indorsed upon such declaration, or annexed thereto, and forming a part thereof, the sworn statement of at least three subscribers thereto that two hundred persons, eligible under the proposed laws of such associations to membership therein, have, in good faith, made application in writing for beneficial membership, in the aggregate amount of at least four hundred thousand dollars, and have each paid in one full assessment in cash; if all the requirements of law be complied with, the commissioner shall thereupon file such declaration and cause it to be recorded, with the certificate of the attorney-general, that the same is in accordance with this act, and not inconsistent with the constitution and laws of this state, in a book to be kept for that purpose, and shall deliver to such association a certified copy of the papers

When and how the commissioner of banking and insurance shall be appointed lawful attorney.

Certified copies of certificate deemed sufficient evidence.

Proceedings when legal process is served.

Permit to do business issued.

Number of persons required to organize fraternal beneficiary organization.

How officers, trustees, &c., elected.

Sworn statement indorsed on declaration.

Declaration to be filed.

<p>Fees.</p> <p>Associations now doing business not required to become incorporated.</p> <p>When paid agents may be employed.</p> <p>When contract with association is invalid.</p> <p>Money or benefit, &c., not liable to attachment.</p> <p>Provision for meetings in other states.</p> <p>When election of officers in other states valid.</p> <p>When persons or physician guilty of misdemeanor.</p> <p>Penalty.</p> <p>When persons are guilty of perjury.</p> <p>When and by whom examination made and expenses paid.</p> <p>Failure to make report excludes from doing business.</p>	<p>so recorded in his office, together with the license or certificate of the commissioner to such association to carry on the work of a fraternal beneficiary association within the description set forth in section one of this act; for the filing of such declaration, and for all proceedings connected therewith, said commissioner of banking and insurance shall receive from such association a fee of ten dollars; any fraternal beneficiary association coming within the description as set forth in section one of this act, now doing business in this state, may become incorporated or re-incorporate under the provisions of this section, but nothing in this act shall be construed as requiring any such association to become so incorporated or to so re-incorporate.</p> <p>58. SEC. 8. That such association shall not employ paid agents in soliciting or procuring members, except in the organizing or building up of subordinate bodies or granting members inducements to procure new members.</p> <p>59. SEC. 9. That no contract with any such association shall be valid when there is a contract, agreement or understanding between the member and the beneficiary or any person for him shall pay such member's assessments and dues, or either of them.</p> <p>60. SEC. 10. That the money or other benefit, charity, relief or aid to be paid, provided or rendered by any association authorized to do business under this act shall not be liable to attachment by trustee, garnishee or other process and shall not be seized, taken, appropriated or applied by any legal or equitable process, or by operation of law, to pay any debt or liability of a certificate-holder or of any beneficiary named in a certificate, or of any person who may have any right thereunder.</p> <p>61. SEC. 11. That any such association organized under the laws of this state may provide for the meetings of its legislative or governing body in any other state, province or territory wherein such association shall have subordinate bodies; and all business transacted at such meetings shall be valid in all respects as if such meetings were held in this state; and where the laws of any such association provide for the election of its officers by vote to be cast in its subordinate bodies, the vote so cast in its subordinate bodies, in any other state, province or territory, shall be valid as if cast within this state.</p> <p>62. SEC. 12. That any person, officer, member or examining physician, who shall knowingly or willfully make any false or fraudulent statement or representation, in or with reference to any application for membership, or for the purpose of obtaining any money or benefit in any association transacting business under this act, shall be guilty of misdemeanor and upon conviction shall be punished by a fine of not less than one hundred dollars, nor more than five hundred dollars, or imprisonment in the county jail for not less than thirty days nor more than one year, or both, in the discretion of the court; and any person who shall willfully make a false statement of any material fact or thing in a sworn statement as to the death or disability of a certificate-holder in any such association, for the purpose of procuring payment of a benefit named in a certificate of such holder, and any person who shall willfully make any false statement in any verified report or declaration under oath required or authorized by this act, shall be guilty of perjury and shall be proceeded against and punished as provided by the statutes of this state in relation to the crime of perjury.</p> <p>63. SEC. 13. That whenever said commissioner of banking and insurance shall become satisfied that any such association doing business within this state is exceeding its power, or conducting its business fraudulently, he may personally, or by some person to be designated by him, examine into the condition, affairs, character and business methods, accounts, books and investments of such association at its home office, which examination shall be at the expense of such association, and such expense shall be limited to the sum of fifty dollars.</p> <p>64. SEC. 14. That any such association refusing or neglecting to make the report as provided in this act shall be excluded from doing business within this state; said commissioner of banking and insurance must</p>
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within sixty days after failure to make such report, or in case any such association shall exceed its powers, or shall conduct its business fraudulently, or shall fail to comply with any of the provisions of this act, or shall refuse to submit its accounts, books, papers and vouchers for examination by said commissioner or person designated by him, shall give notice in writing to the attorney-general, who shall immediately commence an action against such association to enjoin the same from carrying on any business; and no injunction against any such association shall be granted by any court, except on application by the attorney-general, at the request of the commissioner of banking and insurance; no association so enjoined shall have authority to continue business until such report shall be made, or overt act or violations complained of shall have been corrected, nor until the costs of such action be paid by it; *provided*, the court shall find that such association was in default as charged, whereupon the commissioner of banking and insurance shall reinstate such association, and not until then shall such association be allowed to again do business in this state; any officer, agent or person acting for any association or subordinate body thereof, within this state, while such association shall be so enjoined or prohibited from doing business pursuant to this act, shall be deemed guilty of a misdemeanor, and on conviction thereof shall be punished by a fine not less than twenty-five dollars nor more than two hundred dollars, or by imprisonment in the county jail not less than thirty days nor more than one year, or by both such fine and imprisonment, in the discretion of the court.

When the attorney-general shall proceed against associations.

Proviso.

65. SEC. 15. That any person who shall act within this state as an officer, agent or otherwise, for any association which shall have failed, neglected or refused to comply with, or shall have violated any of the provisions of this act, or shall have failed or neglected to procure from the commissioner of banking and insurance proper certificates of authority to transact business, as provided for by this act, shall be subject to the penalty provided in the last preceding section for the misdemeanor therein specified.

Penalty when officer or agent violates this act.

66. SEC. 16. That this act shall not apply to any corporation, society or association carrying on the business of life, health, casualty or accident insurance for profit or gain, but it shall apply to fraternal beneficiary associations only, as defined in section one of this act; this act shall not affect or apply to any grand or subordinate lodges of the ancient order of free and accepted masons, independent order of odd fellows, improved order of red men, junior order of American mechanics, as they now exist, nor of the knights of Pythias (exclusive of the endowment rank), nor to similar orders, nor to any association not working on the lodge system, or which limits its certificate-holders to a particular class, or to the employes of a particular town or city, designated firm, business house or corporation.

Applies to fraternal beneficiary associations only.

Lodges not affected.

67. SEC. 17. That every association to which this act shall be applicable shall pay the following fees to the commissioner of banking and insurance, for defraying the expenses of this act, viz.:

Fees, and to whom paid.

For filing the declaration or a certified copy of charter required by this act, ten dollars;

For filing the annual report therein provided, five dollars;

For every copy of any paper filed or recorded in his office, eight cents per folio;

For affixing his official seal on such copy, and certifying same, one dollar.

68. SEC. 18. That all acts or parts of acts inconsistent with the provisions of this act are hereby repealed, and that this act shall take effect immediately.

Repealer.

An act defining fraternal beneficial and relief societies and their status, authorizing them to create subordinate lodges and to pay benefits upon the sickness, disability or death of their members, from funds collected by dues and assessments therein, providing for their registration in the office of the insurance commissioner, and requiring that they shall make annual reports to him, and exempting them from taxation and from the supervision of the insurance commissioner.

Approved April 23, 1894.

P. L. 1894, p. 71.

Societies not for profit may create subordinate lodges with form of work and government.

May issue certificates of membership and pay benefits.

Shall be exempt from insurance laws.

Funds of shall be exempt from state tax.

Supreme or other bodies shall file copy of constitution, &c., with insurance commissioner.

Shall be registered without charge.

Shall make annual report under oath.

Form of annual report.

69. SEC. 1. That it shall be lawful for any corporation, society or voluntary association now or hereafter formed, organized and carried on for the sole benefit of its members and their beneficiaries and not for profit, to have and create subordinate lodges with ritualistic form of work and a representative form of government, and to issue certificates of membership, make provision for the payment of benefits in case of sickness, disability or death of its members, subject to their compliance with its constitution and laws in which the fund from which the payment of such benefits shall be made, and the expenses of such association shall be defrayed and shall be derived from assessments or dues collected from its members, and in which the payment of death benefits shall be to families, heirs, blood relatives, affianced husband or affianced wife of, or to persons dependent upon the member; such corporation, society or voluntary association now existing, or hereafter formed or organized, shall be and is hereby declared to be a fraternal beneficial society and shall be governed by this act, and shall be exempt from the provisions of the insurance laws of this state, and no law hereafter passed shall be applied to them unless they be expressly designated therein; all funds of such fraternal beneficial societies shall be exempt from the state tax on money at interest.

70. SEC. 2. That within sixty days after the passage of this act all supreme or grand or other bodies which may be known to constitute the head of any fraternal beneficial society doing business within this state, as provided in the first section of this act, shall file through its proper officers or representatives with the insurance commissioner a copy of their constitution and general laws, and annually any alterations, changes or amendments, whose duty it shall be to register them without charge in the insurance department as fraternal beneficial societies, and when so registered, they shall be exempt from any and all fees and taxes imposed by existing laws upon insurance companies reporting to said department.

71. SEC. 3. That the executive officers of each such supreme or grand lodge of any fraternal beneficial society doing business in this state shall, on or before the first day of March of each year, make a report under oath on a blank to be provided by the insurance commissioner, which report shall be printed as a part of his annual report, of the operations of said society in this state, for the preceding fiscal year ending December thirty-first, in form as follows:

I.

Name of the society or association, with its principal office or place of business.

II. INCOME.

- First. Annual dues;
- Second. Assessments;
- Third. All other sources;
- Fourth. Total income during the year.

III. EXPENDITURES.

- First. Losses and claims paid;
- Second. Salary and other compensation of officers;
- Third. Rent;
- Fourth. Office expenses;
- Fifth. All other expenditures.

BENEFICIARY SOCIETIES.

IV. ASSETS.

- First. Real estate;
- Second. Loans on mortgages;
- Third. Bonds and stock owned absolutely;
- Fourth. Cash in office or bank;
- Fifth. Due from members on assessments called or pending collection;
- Sixth. All other assets (stating character).

V. LIABILITIES.

- First. Losses and claims unpaid;
- Second. Salaries due and unpaid;
- Third. Borrowed money;
- Fourth. All other liabilities (stating character).

VI. EXHIBIT OF MEMBERSHIP.

- First. Total members in good standing December thirty-first, one thousand _____ hundred and _____; number, _____;
- Second. Total number of members received by initiation or re-admission during the year; number, _____;
- Third. Total number, _____;
- Fourth. Deduct members retiring by withdrawal or suspension during the year; number, _____;
- Fifth. Deduct members who have died during the year; number, _____;
- Sixth. Total members in good standing, December thirty-first, one thousand _____ hundred and _____; number, _____.

72. SEC. 4. That any fraternal beneficial society failing to register as required by the second section of this act, or to make the report required by the third section of this act, shall be prohibited from doing business in this state, and the officers of societies violating these requirements shall be deemed guilty of a misdemeanor, and upon conviction shall be fined not exceeding one hundred dollars for each offense; *provided always*, that nothing in this act shall be so construed as to give the insurance commissioner any supervision or authority in any matter or thing whatsoever pertaining to the business of any fraternal society as prescribed in the first section of this act, other than is expressly provided for in the second and third sections hereof; *and provided further*, that all beneficial and relief associations formed by churches, societies, classes, firms or corporations with or without ritualistic form of work, the privileges and membership in which are confined to the members of such churches, societies or classes and to the members and employes of such firms or corporations, shall be exempt from the provisions of this act; *and provided further*, that this act shall not apply to any secret fraternal beneficial society, order or association which has for one of its objects the payment of a sum not exceeding a certain amount at the expiration of a fixed period.

Societies failing to register or report prohibited from doing business.

Officers violating requirements deemed guilty of misdemeanor. Proviso.

Proviso.

Proviso.

An act to incorporate societies for the training of young women for domestic service and providing homes for working women when out of employment or incapacitated for work.

Approved April 20, 1886.

P. L. 1886, p. 253.

73. SEC. 1. That it shall be lawful for any religious or other society of women in this state, associated for the purpose of training young women for domestic service and of providing homes for domestic servants and working women when out of employment or incapacitated for work, to become incorporated under and by virtue of the provisions of this act; the president or other head officer of such society for the time being, and three trustees, members of such society, who shall be elected by a majority of the members of such society, may sign a certificate, the name by which they

Societies may become incorporated for training women for domestic service.

Certificate, what to contain and to be filed and recorded in county clerk's office.

BENEFICIARY SOCIETIES.

and their successors shall be known and distinguished, and transmit said certificate to the clerk of the court of common pleas of the county in which such society shall 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 society shall be a body corporate by the name or title so taken, certified and recorded.

General powers.

74. SEC. 2. That the persons so signing said certificate shall be the trustees of such corporation, and they and their successors shall, by such corporate name, have succession and continuance and power to sue and be sued, plead and be impleaded, answer and be answered unto in all courts and places whatsoever, to make and use a common seal and alter and renew the same at pleasure, and to purchase and take, have, hold, receive and enjoy any lands, tenements and hereditaments in fee-simple or otherwise, and any goods, chattels or property of any description, real or personal, and whether acquired by gift, grant, devise, bequest or otherwise, and the same to grant, convey, lease, assign, sell or otherwise dispose of for the purposes of said society.

Incorporations may adopt by-laws, &c.

Proviso.

75. SEC. 3. That incorporations under this act shall be authorized to make, adopt and use, and from time to time alter, amend or change such general form of a constitution and such by-laws for their government as to them shall seem right and proper; *provided*, that nothing in such constitution or by-laws be repugnant to the constitution or laws of the United States or of this state.

Election of officers and trustees.

76. SEC. 4. That the officers and trustees of such corporation shall be elected or appointed in such manner and at such times and in such places as the said corporation shall, by its constitution or by-laws, provide.

Act may be amended or repealed, &c.

77. SEC. 5. That the legislature may at any time alter, modify or repeal this act, and may also annul or repeal the charter of any association incorporated under and by virtue of the provisions of this act.

An act to authorize corporations organized for religious, educational or benevolent purposes to procure an increase of their capacity to acquire and hold real and personal property.

P. L. 1889, p. 111.

Approved March 27, 1889

Religious, educational, &c., corporations authorized to increase holding of real or personal property.

78. SEC. 1. That 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.

Copy of resolution to be filed in office of secretary of state.

Resolution so filed to be authenticated.

79. SEC. 2. That 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 a 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.

Upon filing copy of resolution corporations authorized to have, hold and enjoy real and personal estate.

80. SEC. 3. That 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.

An act to incorporate building associations formed by knights of labor or other societies of organized labor.

Approved April 18, 1889. P. L. 1889, p. 299.

81. SEC. 1. That in the several counties in this state in which there now are or hereafter may be two or more assemblies of the knights of labor or other societies of organized labor, it shall and may be lawful for two or more of such assemblies or societies to associate themselves together and become incorporated under and by the name of "the knights of labor building association of the county of _____," or under any other name which shall indicate the object of such association; and upon the recording of a certificate, in the form hereinafter provided, in the office of the clerk of the county in which the same may be located, and the filing of such certificate in the office of the secretary of state of this state, such persons shall, from and after the date of the filing thereof, become and be incorporated under and by the name aforesaid, as a body politic and corporate in law, and by such name shall have perpetual succession and continuance, and be capable of suing and being sued, complaining and defending in any court of law or equity, and may make and use a common seal and alter the same at pleasure, and may receive, take, hold, purchase and convey or mortgage, invest and re-invest real, personal and mixed estate, and may enter into, execute and enforce any contracts or agreements relating to, touching or concerning the objects of such corporation, and they and their successors, and all who shall associate themselves together with them, shall, as such corporation, be entitled to all the rights, powers, privileges, benefits, advantages and immunities which now are or hereafter may be conferred upon corporations generally under and by any law of this state; and the membership of such corporation shall consist of the members of the several assemblies of knights of labor or other societies of organized labor in any county of this state, who shall organize themselves into a corporation under the provisions of this act, and the whole body of membership of such corporation shall have the same rights therein as the charter members thereof.

82. SEC. 2. That the president and secretary of such corporation, when elected as hereinafter provided, shall forthwith execute and sign a certificate, and cause the same to be recorded in the office of the clerk of the county in which the same may be located, which certificate, after being so recorded, shall be filed in the office of the secretary of state; and the said certificate or a copy thereof, duly certified by the county clerk or secretary of state, shall be evidence in all courts and places; and such certificate, in writing, shall set forth the election of the representatives authorized to organize such corporation, the election by such representatives of a board of officers and trustees, giving their names and official designations, the corporate name taken and chosen to designate such corporation, the location of such corporation and a reference to this act.

83. SEC. 3. That on or before the first Monday in May in every year, each assembly of the knights of labor or society of organized labor in any county of this state, that may be members of any corporation organized under this act, may elect not more than three representatives, and the said representatives, when so elected by the several assemblies or societies, shall constitute the board of representatives of such corporation, and said board shall have and exercise the powers hereinafter committed to them, and shall hold office for three years from the date of their election and until their successors are elected; *provided, however,* that at the first election after the organization under this act, one representative shall be elected for one year, one for two years and one for three years, but all subsequent elections shall be for a term of three years, as hereinbefore provided.

Associations may associate together and become incorporated.

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R99-192

Name.

Certificate to be filed.

Powers.

Membership.

Certificate of incorporation to be filed and recorded.

Board of representatives, how constituted and powers.

Board to elect
board of officers.

Proviso.

Power to make
by-laws, &c.

Vacancies, how
filled.

Board author-
ized to inquire
into management
of funds, &c.

Objects of cor-
porations formed.

Trustees author-
ized to convey
lands, &c., now
held by them.

84. SEC. 4. That the said board of representatives, on or before the first Monday in June in every year, shall elect by ballot, from among their own number, a president, vice president, treasurer and a secretary, who shall constitute the board of officers of the corporation, and a board of trustees, to consist of five members; *provided, however,* that the failure to hold the election at the time specified, shall not work any forfeiture or dissolution of the corporation, nor shall such election be of none effect by reason of any delay in holding the same; and it shall be the duty of the president and secretary of such corporation, in case of any failure to hold any election at the time above provided, forthwith to give reasonable notice of a time and place for the holding of such election.

85. SEC. 5. That the said board of representatives shall have the power to make the necessary by-laws for the government of the said associations, and for the regulation of the meetings of said representatives and the trustees.

86. SEC. 6. That in case a vacancy shall occur in the office of representative, such vacancy shall forthwith be filled by the assembly or society by which he was elected, for the remainder of the term for which he was elected; and in case a vacancy shall occur in the board of officers or trustees, such vacancy shall be forthwith filled by the board of representatives for the remainder of the term for which such officer was elected.

87. SEC. 7. That at any meeting of the board of representatives, they shall have the right to inquire into the management of the funds and property of the said corporation, and to suspend any officer or trustee charged with misconduct or malfeasance in office; and upon any representative or trustee being charged with misconduct or malfeasance in office, such charge shall at once be tried by the board of representatives, at which trial he may be heard in his own behalf or by counsel; and if he shall be found guilty by a majority vote of such board of representatives, his office shall be declared vacant.

88. SEC. 8. That the object of the corporations formed under this act shall be the purchase of land, and the erection of a hall or other buildings, to be used for literary and social purposes, and for the general improvement of workingmen, by the establishment of libraries, reading-rooms and places of social entertainment; and no part of the funds of any such corporation shall be used in any way or manner save as provided by this act.

89. SEC. 9. That if, before the passage of this act, moneys have been raised in any county of this state by the assemblies of the knights of labor, or other societies of organized labor, and lands and buildings purchased therewith, and conveyed to trustees in trust for the building fund of the knights of labor of such county, or other similar organization therein, that it shall and may be lawful for said trustees, upon the organization and due incorporation of an association pursuant to the provisions of this act, to transfer and convey, by good and sufficient conveyance or conveyances in the law, to such association the said lands and buildings, the same to be held and enjoyed by said association for the purposes for which lands may be held by such association under the provisions of this act.

An act for the incorporation of societies not for pecuniary profit, defining their powers and providing for the election of officers, the dissolution of such corporations, distribution of their property and the changing of their articles of association.

P. L. 1892, p. 230.

Approved March 24, 1892.

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R99-192

Trade unions
and labor organi-
zations may be
incorporated.

90. SEC. 1. That trade unions and labor organizations not for pecuniary profit may be incorporated as hereinafter provided; any seven or more persons, citizens of the United States, who shall desire to associate themselves for any lawful purpose other than for pecuniary profit, may make, sign and acknowledge, before any officer having a seal and authorized to take acknowledgments of deeds in this state, and file in the office of the secretary of state and in the office of the clerk of the county in which such society, association or club shall be located a certificate in writing in which

Mode of incor-
poration.

shall be stated the name or title by which such corporation shall be known in law, the particular objects for which it is formed, and the number of its officers and the names of the officers selected for the management of its business; upon complying with the foregoing conditions the corporation shall be deemed fully organized, and may proceed to carry out the objects of its organization; *provided*, the secretary of state shall not file a certificate of organization of any corporation having the name of any then existing, but shall notify the subscribers, or any two of them, of the reason of his refusal to do so.

When fully organized.
Proviso.

91. SEC. 2. That any corporation formed under the provisions of this act 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, bonds and mortgages upon their real and personal property, and to rent, lease, purchase, hold, sell and convey such personal and real property as may be necessary and proper for the purpose of erecting buildings and for other proper objects of any such corporation; such corporation may borrow money only upon the consent of a majority of the members thereof expressed by a vote, to be used solely for the purpose of its organization.

Rights and powers.

92. SEC. 3. That such corporation shall elect officers from the members thereof, at such times and places and for such periods as may be provided for by the by-laws, and they shall have the management and control of the affairs and funds of the corporations; whenever officers shall be elected a certificate under the seal of the corporation, signed by its secretary, giving their names and the terms of their office, shall be recorded in the office of the county clerk where the certificate of organization is recorded; vacancies in the board of officers shall be filled in the manner provided by the by-laws.

Officers.

Certificate of election of officers to be recorded by county clerk.

93. SEC. 4. That no dividend or distribution of the property of such corporation shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of its organization and name, nor shall any distribution be made except by a vote of a majority of the members; when any distribution of its property is contemplated, the officers shall file a statement under oath, in the office of the county clerk where the certificate is filed and the corporation located that all debts of the corporation are paid; and in case a dissolution shall be made before filing such statement under oath, or if such statement shall be willfully false, said officers shall be jointly and severally liable for the debts of such corporation; when a final dissolution of any such corporation has been agreed upon, the officers shall file in the office of the secretary of state a certificate thereof, under the seal of the corporation, and upon the filing of said certificate such organization shall cease to exist.

Dividends or distribution of property not to be made until debts are paid.
Statement to that effect under oath to be filed.

Officers liable if dissolution is made before filing such statement.
When dissolution is made certificate to be filed in the office of the secretary of state.

94. SEC. 5. That any such corporation may change its articles of incorporation in the manner prescribed by its own rules, but no such change shall be of legal effect until a certificate thereof, under the seal of such corporation, shall be filed in the office of the secretary of state and recorded in the office of the county clerk in which the original certificate was recorded.

Articles of incorporation may be changed.

95. SEC. 6. That all acts or parts of acts inconsistent with this act be and are hereby repealed, and that this act shall take effect immediately.

Repealer.

Boards of Trade.

1. Number that may form association.
2. Certificate of association to be filed in county clerk's office.
3. On filing certificate to become body politic and corporate.
4. May unite or co-operate with kindred associations.
5. General powers. Officers, &c.
6. Associations may become incorporated.
7. General objects.
8. Method of incorporation.
9. General powers.
10. First directors.

11. Power of directors.
12. Organization.
13. Times and places of meeting.
14. Number of members.
15. Election of directors.
16. Who entitled to be directors.
17. Officers.
18. Powers of directors limited.
19. Custody of common seal.
20. Associations now organized may become incorporated.