said money be returned to the treasury from the proceeds of the sale of any part of said military reservation.

APPROVED, May 4, 1870.

May 5, 1870.

CHAP. LXXX. — *An Act to provide for the Creation of Corporations in the District of Columbia by General Law.*

INSTITUTIONS OF LEARNING.

Associations to establish institutions of learning, how formed.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That any five or more persons, being desirous of associating themselves for the purpose of establishing an institution of learning, may make, sign, and acknowledge, before any officer authorized to take the acknowledgment of deeds in this District, and file in the office of register of deeds of said District, a certificate or declaration, in writing, to be recorded in a book kept for that purpose, and open to public inspection, in which shall be stated the name or title by which said institution shall be known to law, the number of trustees, directors, or managers, and their names, the particular branch of literature and science, or either of them, proposed to be taught, and if said institution is to be of the rank of a college or university, the number and designation of the professorships to be established.

Certificate to be recorded; to state what.

Upon filing certificate, persons signing, &c. to be a body corporate.

Powers.

Property.

Seal.

By-laws.

Degrees.

Upon filing the certificate as aforesaid, the persons who shall have signed and acknowledged the same, and their successors and associates, shall, by the provisions of this act, be a body politic and corporate, by the name and style stated in the certificate, and by that name and style shall have perpetual succession, with power to sue and be sued, plead and be impleaded, to acquire, hold, and convey property in all lawful ways, to have and use a common seal and the same to alter and change at pleasure, to make and alter, at times or from time to time, such by-laws, not inconsistent with the Constitution of the United States or the laws in force in said District as they may deem necessary for the government of said institution, and to confer upon such persons as may be considered worthy such academical or honorary degrees as are usually conferred by similar institutions.

Vacancies.

Tenure of property.

Any corporation so formed as aforesaid shall have power to fill such vacancies in their own body as may happen by death, resignation, or otherwise, and shall hold the property of said institution solely for the purposes of education, and not for the individual benefit of themselves, or of any contributor to the endowment of the same.

Corporation may receive, hold, and convey property.

Any corporation formed in accordance with the provisions of this act shall be competent in law and equity to take to themselves, in their corporate name, real, personal, or mixed property, by gift, grant, bargain and sale, conveyance, will, devise, or bequests of any persons whomsoever, and the same estate to grant, bargain, sell, convey, devise, let, place out at interest, or otherwise dispose of the same for the use of said institution in such manner as shall seem most beneficial thereto.

Funds how to be applied.

Buildings, officers, books, &c.

The trustees, directors, or managers of any corporation formed under this act shall faithfully apply all the funds collected or the proceeds of the property belonging to said institution, according to their best judgment, in erecting or completing suitable buildings, supporting necessary officers, instructors, and servants, and procuring books, maps, charts, globes, and philosophical, chemical, and other apparatus necessary to the success of said institution.

Bequests, &c. for particular purposes may be accepted and applied.

In case any donation, devise, or bequest shall be made for particular purposes, accordant with the designs of the institution so established as aforesaid, and the corporation shall accept the same, such donation, devise, or bequest shall be applied in conformity with the express condition of the donor or devisor.

Limits to amount of real

No corporation established as aforesaid shall be allowed to hold more land at any one time than shall be necessary for the purposes of educa-

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tion, as set forth in its articles of association, unless the corporation shall have received the same by gift, grant, or devise, and in such case such corporation shall be required to sell or dispose of the same within ten years from the time the title thereto is acquired; and on failure so to dispose of the same, said land over and above the amount necessary to be used as aforesaid, shall revert to the original donor, grantor, devisor, or their heirs.

estate corporation can hold.

Corporations formed under this act shall have power to employ and appoint a president or principal for each institution, and all such professors or servants as may be necessary, and shall have power to displace any of them, as the interests of the institution require; to fill vacancies which may happen by death, resignation, or otherwise, among said officers or servants; and to prescribe and direct the course of studies to be pursued in said institution.

President, professors, &c.

Vacancies.

Course of studies.

Any corporation established as aforesaid may require the treasurer of said institution, and all other agents thereof, before entering upon the duties of their appointment, to give bonds for the security of said corporation in such sums and with security deemed sufficient by said corporation or institution.

Bonds of treasurers and agents.

All process against any corporation established under this section shall be by summons, and the service of the same shall be by leaving an attested copy thereof with the president, secretary, or treasurer, or at the office of the corporation, at least sixty days before the return day thereof.

Suits and service of process.

It shall be the duty of the trustees of any institution, or a majority of them, to file, on or before the first Monday in January in each year, in the office of the register of deeds where the original certificate was filed, a statement of the trustees and officers of the institution, with an inventory of its property and liabilities and students, and such other information as shall or will exhibit its condition or operation.

Annual statement to be filed and inventory of property, &c.

In case any corporation created under this act shall at any time violate or fail to comply with any of the foregoing provisions, upon complaint being made to the circuit court of the District of Columbia, a writ of quo warranto shall issue, and the district attorney or city attorney shall prosecute, in behalf of the people, for a forfeiture of all rights and privileges secured by this act to such corporation.

Corporations created under this act and failing to comply with its provisions to forfeit right.

RELIGIOUS SOCIETIES.

SEC. 2. *And be it further enacted*, That it shall be lawful for the members of any society or congregation heretofore formed in this District for the purposes of religious worship, and for members of any society or congregation which may hereafter be formed for the purpose aforesaid, to receive by gift, devise, or purchase, a quantity of land not exceeding one acre, and to erect or build thereon such houses and buildings as they may deem necessary for the purposes aforesaid, and to make such other use of the land, and make such other improvements thereon, as may be deemed necessary for the comfort and convenience of such society or congregation, and such society or congregation may assume a name, and elect or appoint any number of trustees, not exceeding ten, who shall be styled trustees of such society or congregation by the name assumed; and the title to the land purchased, and improvements made shall be vested in the trustees by the name and style assumed as aforesaid.

Religious societies may receive and hold not over one acre of land and build houses, &c. thereon for purposes of religious worship.

Trustees to hold title, &c.

Immediately after the election or appointment of trustees by any society or congregation as aforesaid, the persons elected or appointed shall make a certificate under their hands and seals, stating the date of their election or appointment, the name of the society or congregation, and length of time for which they were elected or appointed, which shall be verified by the affidavit of some one of the persons making the same, and shall be filed and recorded in the office of the register of deeds in said District, and the said trustees shall hold their office for and during the

Trustees to make certificate under oath, to be recorded.

Certificate to state what.

Term of office of trustees.

period stated in the certificate aforesaid. At the expiration of their term of service and forever thereafter at the expiration of the term of service of any trustee elected or appointed as aforesaid, the said society or congregation shall elect or appoint successors, who shall in like manner continue in office for such period as may be limited by the society or congregation; and a certificate of their appointment or election shall be made by the trustees whose term of service shall have expired, which shall be verified by affidavit and filed and recorded as provided in the election of officers in the first instance.

Religious societies.

Successors.

Certificate, &c.

Powers and duties of trustees.

The trustees elected or appointed under the provisions of this division, and their successors, shall have perpetual succession and existence; and the title to land herein authorized to be purchased, and to the buildings and improvements thereon, shall be vested in the said trustees by their assumed name and their successors forever; and the same shall be held for the uses and purposes herein named and no other; and such trustees shall be capable in law to sue and be sued, implead and be impleaded, answer and be answered unto, defend and be defended, in all courts of law or equity whatsoever, in and by the name and style assumed, as aforesaid; and shall have power under the direction of the society or congregation to sell and execute deeds and conveyances of and concerning the estate and property herein authorized to be held by said society or congregation; and such deeds or conveyances shall have the same effect as like deeds or conveyances made by natural persons: *Provided*, That no deed or conveyance shall be made of any estate held as aforesaid, so as to defeat or destroy the interest or effect of any grant, donation, or bequest, which may be made to any such society or congregation; but all grants, donations, and bequests, shall be appropriated and used as directed by the person or persons making the same.

Conveyances of the property of the society.

Proviso.

Vacancies.

Power to remove trustees.

Rules and regulations.

Every society or congregation formed as aforesaid shall have power to provide for filling vacancies which may happen in the office of trustee, and also to remove trustees from office, and to adopt such rules and regulations in relation to the duties of trustees, and the management of its estate as the members may deem proper, not inconsistent with the Constitution of the United States, and laws in force in the District of Columbia.

Upon dissolution, property to revert, &c.

Upon the dissolution of any society or congregation formed under the provisions of this division, the estate and property of such society or congregation 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. A failure to elect or appoint trustees at any time when, by the provisions of this division, such election or appointment should be had, shall not work a dissolution of the society or congregation; but the trustees last elected or appointed shall be considered as in office until another election or appointment shall take place.

Failure to elect trustees not to cause dissolution.

Trustees to hold office until, &c.;

may execute mortgages and leases;

effect thereof.

The trustees now in office, or those who may hereafter be appointed or elected under the provisions of this division, shall have power, under the direction of the society or congregation by whom they were elected or appointed, to execute mortgages, or deeds of trust in the nature of mortgages, of and concerning the estate and property which any society or congregation are authorized by this division 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, anything in this division to the contrary notwithstanding.

Private schools for religious purposes;

The provisions of this division are intended to extend to members of societies heretofore or hereafter to be formed for the purpose of establishing and maintaining private schools for religious purposes.

but not under school laws.

This act shall not be so construed as conferring privileges or any benefits to such societies under the school laws of this District.

SOCIETIES, BENEVOLENT, EDUCATIONAL, AND SO FORTH.

Societies for benevolent, educational, &c. purposes.

SEC. 3. *And be it further enacted*, That any three or more persons of full age, citizens of the United States, a majority of whom shall be citizens of this District, who desire 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 this District and file in the office of the register of deeds, to be recorded by him, 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 of such society, for the first year of its existence.

Certificate to be made, filed, and recorded;

to state what;

persons signing, &c. to be a corporation.

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 may have and use a common seal, and the same may alter and change at pleasure, and may make such by-laws; and they and their successors, by their corporate name, shall in law be capable of taking, receiving, purchasing, and holding real and personal estate necessary for the purposes of said society as stated in said certificate, and may sell and convey the same; to elect officers and agents of such society for the management of its business.

Powers of corporation.

Seal.

By-laws.

Property.

Officers and agents.

Election of trustees, their powers, &c.

The society so incorporated may annually, or oftener, elect from its members, its trustees, directors, or managers, at such time and place, 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, and whenever any vacancy shall happen among such trustees, directors, or managers by death, resignation, or otherwise, such vacancy shall be filled in such manner as shall be provided by the by-laws of said society.

Quorum.

Vacancies.

Associations not to take name of existing corporations.

The provisions of this act shall not extend to nor apply to any association or individual who shall, in the certificate filed with the register of deeds, use or specify a name or style the same as that of any previously existing incorporated body in the District of Columbia.

Property of corporation.

Any corporation formed under this act shall be capable of taking, holding, or receiving any property, real or personal, by virtue of any gift, purchase, devise, or bequest, necessary for the purposes of said society, as stated in said certificate, or in any other manner.

Trustees, &c. of existing benevolent, &c. corporations may reincorporate themselves under this act.

Name.

Property.

Term.

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 of the several sections of this act, reincorporate themselves, or continue their existing corporate powers under this act, or may change their name, stating in their certificate the original name of such corporation as well as their 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. Corporations under this division may be organized for any term not exceeding twenty years, the term to be stated in the certificate mentioned in the first section.

Acquisition and disposal of property.

The corporations formed under this act may sell and dispose of any real estate they may acquire by purchase, gift, or devise, as follows: Whenever any lot purchased for the use of the corporation, or any building erected thereon, shall become ineligible for the uses for which said lot was purchased or said building erected, to be determined by a vote of two thirds of the shares of the stock of said corporation or the

Benevolent, &c. societies.

members of said corporation at a meeting of the stockholders or corporators or members of said corporation specially called for that purpose, the proceedings of which meeting shall be duly entered in the records of said corporation, said lot or building may be sold and the proceeds thereof may be vested in another lot, or in the erection of another building, or both.

If corporation votes to surrender its corporate powers, property how to be disposed of.

When any real estate shall have been devised or given to any such corporation for any specified benevolent purpose aforesaid, and where, by a vote of three fourths of the stock held by the stockholders, or three fourths of the corporators, if no shares of stock have been created, of any corporation formed under this act, then by a vote of three fourths of the members thereof, at a meeting called for the purpose, of which such stockholders or corporators or members as aforesaid shall have at least ten days' notice, the said corporation shall determine to surrender their corporate powers and cease to act under the same, said real and personal estate, so acquired as aforesaid, shall be sold at public auction, proper notice of the time and place of said sale having been given, and the proceeds of said sale equitably distributed among the stockholders or corporators aforesaid, or disposed of for the promotion and advancement of the objects for which such corporation was originally organized: *Provided*,

Proceeds.

Real estate, except, &c. not to be held for more than five years.

That no corporation created by this section shall hold real estate more than five years, except so much as shall be necessary for the purposes named in its certificate.

MANUFACTURING, AGRICULTURAL, MINING, AND MECHANICAL CORPORATIONS.

Manufacturing, &c. corporations, how may be formed.

SEC. 4. *And be it further enacted*, That at any time hereafter any three or more persons who may desire to form a company for the purpose of carrying on any kind of manufacturing, agricultural, mining, mechanical business, insurance, mercantile, transportation, or marketing in the District of Columbia, may make, sign, and acknowledge, before some officer competent to take the acknowledgment of deeds, and file in the office of the register of deeds, a certificate in writing, in which shall be stated the corporate name of the said company and the objects for which said company shall be formed; the amount of the capital stock of said company; the term of its existence, not to exceed twenty years; the number of shares of which the said stock shall consist; the number of trustees and their names, who shall manage the concerns of said company for the first year; and the name of the place in said District in which the operations of said company are to be carried on.

Certificate to be signed, acknowledged, and recorded; to state what.

See 1870, ch. 131, § 2. *Post*, p. 153.

When certificate is filed, the persons signing it, &c. to be a corporation.

Powers.

Seal.

Property.

No mortgage or lien to be created, except by vote of the stockholders.

When the certificate shall have been filed as aforesaid, the persons who shall have signed and acknowledged the same, and their successors, shall be a body politic and corporate in fact and in name, by the name stated in such certificate, and by that name have succession, and be capable of suing and being sued in any court of law or equity in this District of Columbia; and they and their successors may have a common seal, and make and alter the same at pleasure; and they shall by their corporate name be capable in law of purchasing, holding, and conveying any real or personal estate whatever which may be necessary to enable the said company to carry on their operations named in such certificate, but shall not mortgage the same, or give any lien thereon, except in pursuance of a vote of the stockholders of said company.

Trustees; residence; to be elected annually.

The stock, property, and concerns of such company shall be managed by not less than three nor more than nine trustees, who shall, respectively, be stockholders, and a majority of whom shall be citizens of the District of Columbia, who shall, except for the first year, be annually elected by the stockholders, at such time and place as shall be determined by the by-laws of the company; and public notice of the time and place

Manufacturing, &c. corporations.

of holding such election shall be published not less than thirty days previous thereto, in the newspaper printed nearest to the place where the operations of the said company shall be carried on, and the election shall be made by such of the stockholders as shall attend for that purpose, either in person or by proxy. All the elections shall be by ballot, and each stockholder shall be entitled to as many votes as he owns shares of stock in said company, and the persons receiving the greatest number of votes shall be trustees; and when any vacancy shall happen among the trustees, by death, resignation, or otherwise, it shall be filled for the remainder of the year in such manner as may be provided for by the by-laws of the said company.

Notice of annual election.

Votes and proxies.

Vacancies.

In case it shall happen at any time that an election of trustees shall not be made on the day designated by the by-laws of said company, when it ought to have been made, the company for that reason shall not be dissolved, but it shall be lawful, on any other day, to hold an election for trustees, in such manner as shall be provided for by the said by-laws, and all acts of trustees shall be valid and binding as against said company until their successors shall be elected.

Defective elections of trustees, how to be made valid.

Acts of trustees binding against company until, &c.

There shall be a president of the company who shall be designated from the number of the trustees, and also such subordinate officers as the company, by its by-laws, may designate, who may be elected or appointed, and required to give such security for the faithful performance of the duties of their office as the company by its by-laws may require.

President and subordinate officers.

Bond.

It shall be lawful for the trustees to call in and demand from the stockholders, respectively, all such sums of money by them subscribed, at such times and in such payments or instalments as the trustees shall deem proper, under the penalty of forfeiting the shares of stock subscribed for and all previous payments made thereon, if payment shall not be made by the stockholder within sixty days after a personal demand or a notice requiring such payment shall have been published for six successive weeks in a newspaper in the District of Columbia as aforesaid.

Subscriptions for stock, how called in.

Stock and payments thereon, when and how forfeited.

The trustees of such company shall have power to make such prudential by-laws as they shall deem proper for the management and disposition of the stock and business affairs of such company, not inconsistent with the laws of the District of Columbia and Constitution of the United States, and prescribing the duties of officers, artificers, and servants that may be employed, for the appointment of all officers, and for carrying on all kinds of business within the objects and purposes of such company.

By-laws.

Appointment and duties of officers, servants, &c.

The stock of such company shall be deemed personal estate, and shall be transferable in such manner as shall be prescribed by the by-laws of said company; but no shares shall be transferable until all previous calls thereon shall have been fully paid in, or shall have been declared forfeited for the nonpayment of calls thereon; and it shall not be lawful for such company to use any of their funds in the purchase of any stock in any other corporation.

Stock to be personal estate, and when and how transferable.

Company cannot buy stock in any other corporation.

The copy of any certificate of incorporation filed in pursuance of this act, certified by the register of the District of Columbia to be a true copy and of the whole of such certificate, shall be received in all courts and places as presumptive legal evidence of the facts therein stated.

Certified copy of certificate of incorporation to be presumptive evidence, &c. in all courts.

All the stockholders of every company incorporated under this act shall be severally, individually, liable to the creditors of the company in which they are stockholders, to an amount equal to the amount of stock held by them respectively, for all debts and contracts made by such company, until the whole amount of capital stock fixed and limited by such company shall have been paid in and a certificate thereof shall have been made and recorded, as is prescribed in the following section. And the capital stock so fixed and limited shall be paid in, one half within one year, and the other half thereof within two years from the incorporation of said company, or such corporation shall be dissolved.

Stockholders when and how far individually liable.

Capital stock to be paid in within, &c. or corporation dissolved.

Manufacturing, &c. corporations.

Certificate that capital is paid in, &c. to be signed, sworn to, and recorded.

The president and a majority of the trustees, within thirty days after the payment of the last instalment of the capital stock so fixed and limited by the company, shall make a certificate stating the amount of the capital so fixed and paid in, which certificate shall be signed and sworn to by the president and a majority of the trustees; and they shall within the said thirty days record the same in the office of the register of deeds of the District of Columbia.

Annual report to be published and state what;

to be signed, sworn to, and filed.

Every such company shall annually, within twenty days from the first of January, make a report, which shall be published in a newspaper in the District of Columbia, which shall state the amount of capital, and of the proportion actually paid, and the amount of its existing debts; which report shall be signed by the president and a majority of the trustees, and shall be verified by the oath of the president or secretary of said company, and filed in the office of the register of deeds of the District of Columbia; and if any of the said companies shall fail so to do, all the trustees of the company shall be jointly and severally liable for the debts of the company then existing, and for all that shall be contracted before such report shall be made.

Trustees liable for debts if report is not made, &c.;

if they declare and pay certain dividends.

If the trustees of any such company shall declare and pay any dividend the payment of which would render it insolvent, or which would diminish the amount of its capital stock, they shall be jointly and severally liable for all the debts of the company then existing, and for all that shall be thereafter contracted, while they shall respectively remain in office: *Provided*, That if any of the trustees shall object to the declaring of such dividend, or the payment of the same, and shall at any time before the time fixed for the payment thereof, file a certificate of their objection in writing with the secretary of the company and with the register of deeds of the District of Columbia, they shall be exempt from the said liability.

Trustees objecting, how may avoid liability.

Money only to be deemed payment of stock.

No loan to stockholders.

Penalty.

Nothing but money shall be considered as payment of any part of the capital stock, and no loan of money shall be made by any such company to any stockholder therein; and if any such loan shall be made to a stockholder, the officers who shall make it, or who shall assent thereto, shall be jointly and severally liable to the extent of such loan and interest, for all the debts of the company contracted while they are stockholders or officers thereof.

Officers signing false reports knowingly to be personally liable for certain debts.

If any certificate or report made, or public notice given, by the officers of any company in pursuance of the provisions of this act, should be false in any material representation, all the officers who shall have signed the same, knowing it to be false, shall be jointly and severally liable for all the debts of the company contracted while they are stockholders or officers thereof.

Persons holding stock as executors, trustees, or as collateral security, not to be personally liable.

Who and what is liable.

No person holding stock in such company as executor, administrator, guardian, or trustee, and no person holding such stock as collateral security, shall be personally subject to any liability as stockholder of such company; but the person pledging such stock shall be considered as holding the same, and shall be liable as a stockholder accordingly; and the estate and funds in the hands of such executor, administrator, guardian, or trustee, shall be liable in like manner and to the same extent as the testator or intestate, or the ward or person interested in such trust fund would have been if he had been living and competent to act and held the stock in his own name.

Who to represent stock held in trust or as collateral.

Every such executor, administrator, guardian, or trustee, shall represent the stock in his hands at all meetings of the company, and may vote accordingly as a stockholder; and every person who shall pledge his stock as aforesaid may, nevertheless, represent the same at all such meetings, and may vote accordingly as a stockholder.

Personal liability for debts

The stockholders of any company organized under the provisions of this act shall, jointly, severally, and individually, be liable for all debts

that may be due and owing to all their laborers, servants, and apprentices, for services performed for such corporation, and shall be individually liable for all debts of said corporation to the amount of the stock of each stockholder.

due laborers, &c. for services, &c.

Any corporation or company heretofore formed, by special act or under the general law, and now existing, for manufacturing, agricultural, mining, mercantile, insurance, transportation, marketing, or mechanical purposes, in the District of Columbia, or any company which may be formed under this act, may increase or diminish its capital stock, by complying with the provisions of this act, to any amount which may be deemed sufficient and proper for the purposes of the corporation, and may also extend its business to other manufacturing, mining, or mechanical business, subject to the provisions and liabilities of this act. But before any corporation shall be entitled to diminish the amount of its capital stock, if the amount of its debts and liabilities shall exceed the amount of capital to which it is proposed to be reduced, such amount of debts and liabilities shall be satisfied and reduced so as not to exceed such diminished amount of capital; and any existing company heretofore formed may come under and avail itself of the privileges and provisions of this act by complying with the following provisions, and thereupon such company, its officers and stockholders, shall be subject to all the restrictions, duties, and liabilities of this act.

Corporations hereto formed for similar purposes, and those formed under this act, may increase or diminish their stock, and how.

Stock not to be diminished if, &c. until, &c.

Existing companies, how may avail themselves of the privileges of this act.

Whenever any company shall desire to call a meeting of the stockholders for the purpose of availing itself of the privileges of this act, or for increasing or diminishing the amount of its capital stock, or for extending or changing its business, it shall be the duty of the trustees or directors to publish a notice signed by a majority of them in a newspaper in the District of Columbia at least three successive weeks, and to deposit a notice thereof in the post-office addressed to each stockholder at his usual place of residence, at least three weeks previous to the day fixed upon for holding such meeting, specifying the object of the meeting and the time and place when and where such meeting shall be held; and a vote of at least two thirds of all the shares of stock shall be necessary to an increase or diminution of the amount of its capital stock, or the extension or change of its business as aforesaid, or to enable a company to avail itself of the provisions of this act.

Trustees to give what notice, and how.

Vote of two thirds of all the stock necessary.

If, at any time and place specified in the notice provided for in the preceding section, stockholders shall appear by proxy or in person, representing not less than two thirds of all the shares of stock of the corporation, they shall organize and proceed to a vote of those present in person or by proxy; and if, on canvassing the votes, it shall appear that a sufficient number of votes are in favor of increasing or diminishing the amount of capital, or extending or changing its business as aforesaid, or for availing itself of the privileges and provisions of this act, a certificate of the proceedings, showing a compliance with the provisions of this act, the amount of capital actually paid in, the business to which it is extended or changed, the whole amount of debts and liabilities of the company, and the amount to which the capital stock shall be increased or diminished, shall be made out, signed, and verified by the affidavit of the chairman, and be countersigned by the secretary; and such certificate shall be acknowledged by the chairman, and filed as required by the first section of this act, and when so filed the capital stock of such corporation shall be increased or diminished to the amount specified in such certificate, and the business extended or changed as aforesaid; and the company shall be entitled to the privileges and provisions, and be subject to the liabilities of this act.

If two thirds vote in favor of, &c. certificate of proceedings to be made, sworn to, and filed

When filed, the change shall be deemed made.

If the indebtedness of any company organized under this act shall at any time exceed the amount of its capital stock, the trustees of such company assenting thereto shall be personally and individually liable for such excess to the creditors of the company.

Trustees personally liable for the excess of debts over capital stock.

Manufacturing, &c. corporations.

Limitation to personal liability of stockholders.

Suits to be commenced within, &c.

No stockholder shall be personally liable for the payment of any debt contracted by any company formed under this act which is not paid within one year from the time the debt becomes due, unless a suit for the collection of such debt shall be brought against such company within one year after the debt became due; and no suit shall be brought against any stockholder who shall cease to be a stockholder in any such company, for any debt contracted by said company, unless the same shall be commenced within two years from the time he shall have ceased to be a stockholder, nor until an execution against the company shall have been returned unsatisfied in whole or in part.

Lists of stockholders to be kept;

to contain what;

to be open for inspection of stockholders and creditors.

Stockholders and creditors may make extracts from books.

Transfers of stock not valid, except, &c. until entered in stock book.

Stock book to be evidence, &c.

Penalty upon officers, &c. for neglect to make proper entries, or refusing to exhibit book, &c.;

upon company for neglect in keeping book open for inspection.

It shall be the duty of the trustees of every corporation formed under this act to cause a book to be kept by the treasurer or secretary thereof, containing the names of all persons, alphabetically arranged, who are or shall within six years have been stockholders of such company, and showing their place of residence, the number of shares of stock held by them respectively, the time when they became owners of such shares, and the amount of stock actually paid in; which book shall, during the usual business hours of the day on every business day, be open for inspection of stockholders and creditors of the company, and their personal representatives, at the office or principal place of business of such company in the District of Columbia where its business operations shall be located, and any and every such stockholder, creditor, or representative shall have a right to make extracts from such books, and no transfer of stock shall be valid for any purposes whatsoever, except to render the person to whom it shall be transferred liable for the debts of the company, according to the provisions of this act, until it shall have been entered therein, as required by this section, by an entry showing to and from whom transferred. Such book shall be presumptive evidence of the facts therein stated in favor of the plaintiff in any suit or proceeding against such company, or against any one or more stockholders. Every officer or agent of such company, who shall neglect to make any proper entry in such book, or shall refuse or neglect to exhibit the same, or to allow the same to be inspected and extracts to be taken therefrom, as hereinbefore provided, shall be deemed guilty of a misdemeanor, and the company shall pay to the party injured a penalty of fifty dollars for any such neglect or refusal, and all damages resulting therefrom; and every company that shall neglect to keep such book open for inspection as aforesaid shall forfeit to the United States the sum of fifty dollars for every day it shall so neglect, to be sued for and recovered, in the name of the people, in the supreme court of the District of Columbia, and when so recovered the amount shall be paid into the treasury of said District of Columbia, for the use thereof.

CEMETERIES — INCORPORATION.

Cemetery associations, how made.

Name and corporate powers.

Burial grounds and sale of burial lots.

Seal and corporate powers.

SEC. 5. *And be it further enacted*, That where five or more persons shall associate themselves together for the purpose of forming a cemetery association in the District of Columbia, such persons shall have the power to adopt a corporate name, and by that name shall be known as a body corporate, and by that name shall have perpetual succession and be invested with all powers, rights, privileges, liabilities, and immunities incident to corporations. Said persons, so associated, shall have power to acquire by gift, grant, or purchase any lot or lots of land not exceeding fifty acres, and lay out the same for a burial place for the dead, with convenient aisles, and to sell the same for such purpose and for no other purposes, reserving a sufficient portion thereof for the burial of the stranger and indigent. Said persons, so associated, may have a common seal, and may alter or change the same at their pleasure. Said association shall have power to enclose and ornament said burial ground, to build and

erect a hearse-house and keep the same in proper repair; to purchase a hearse or hearses; and to do all other necessary acts to the end that all the appliances, conveniences, and benefit of a public and private cemetery may be desired and obtained. Cemetery associations.

The officers of said corporation shall be a president, a treasurer, who shall act as secretary, and three directors, which said officers shall be chosen annually by ballot, and shall hold their office until their successors are chosen. Any neglect to choose their officers on the day fixed upon for that purpose shall not operate as a forfeiture of their act of incorporation, in accordance with the provisions of this act. Officers of corporation. Choice and term of office. Neglect to choose on, &c.

The first election of officers, by the persons associating, according to and for the purpose specified in the first section of this act, shall be at the time and place designated and agreed upon by a majority of the persons so associating themselves together, and no other than such persons shall vote at said election. First election, and who to participate.

At each subsequent election of officers of said incorporation the owner or owners of a lot or lots in said burial grounds shall be entitled to one vote in the election of officers of said corporation, and no more, and shall, by virtue of such membership, be a member of said corporation. Subsequent elections.

The persons associating together in accordance with the provisions of this act shall cause the land designed as a burial ground to be surveyed and platted; and a plat of said ground, so surveyed, shall be recorded in the office of the register of deeds for the District of Columbia. Each lot shall be duly numbered by said surveyor, and such number shall be marked on said plat and recorded as aforesaid. Burial ground to be surveyed and platted, and plat recorded. Lots to be numbered.

The said corporation shall have power to establish and change by-laws, and prescribe rules and regulations for its government and the duties of its officers and the management of its property. By-laws.

The proceeds arising from the sale of lots in the foregoing sections of this act provided for, after deducting all expenses of purchasing and laying out lots, shall be applied, appropriated, and used in improving and ornamenting the burial ground, or for other purposes named in this act. Proceeds of sales of lots, how applied.

The property of the corporation, its ground, lots, and appliances, shall be exempt from taxation and shall not be liable to sale on execution. Property to be exempt from taxation and sale on execution.

Dedication. — Any person or persons desiring to dedicate any lot of land, not exceeding five acres, as a burial ground or place for the interment for the dead, for the use of any society, association, or neighborhood, may, by deed, duly executed or recorded, convey such land to the District of Columbia, by the corporate name of said District of Columbia, specifying in such deed the society, association, or neighborhood for the use of which the dedication is desired to be made, and thereby vest the title to such land in perpetuity for the uses stated in the deed, and such land shall be thereafter exempt from taxes for all purposes whatever. Any lot of land, if not over five acres, how may be dedicated as a burial ground. Such land to be exempt from taxes.

If any person shall wilfully or maliciously cut down, break down, level, demolish, or otherwise destroy, or injure, or damage any railing, fence, or enclosure around or upon any land conveyed under the provisions of this act, or any gate or post thereon, or shall remove, break, injure, or deface any tomb, or other stone, plank or board, or any inscription thereon, or shall cut down, destroy, injure, or remove any tree or shrub standing or growing upon such land, he shall be liable to indictment, and, upon conviction thereof, to be fined not less than ten dollars nor more than one hundred dollars. Penalty for injuring enclosures, or tombs, or inscriptions, or trees, or shrubs, &c.

BOARDS OF TRADE.

SEC. 6. *And be it further enacted*, That any number of persons, not less than twenty, residing in the District of Columbia, may associate themselves together as a board of trade and assemble at any time and place upon which a majority of the members so associating themselves Boards of trade how formed and made a corporation.

Boards of trade

Officers, name, by-laws, &c.

Powers, seal, &c

together may agree, and elect a president, one or more vice-presidents, as they may see fit, adopt a name, constitution, and by-laws, such as they may agree upon, and shall thereupon become a body corporate and politic in fact and in name, by the name and style, or title, which they may have adopted, and by that name shall have succession, shall be capable in law to sue and be sued, plead and be impleaded, answer and be answered unto, defend and be defended, in all courts of law and equity whatever, and they and their successors shall have a common seal and may alter and change the same at their discretion.

Admission and expulsion of members.

Said corporation shall have the right to admit as members such persons as they may see fit and expel any members as they may see fit; and in all cases a majority of the members present at any stated meetings shall have the right to pass, and also the right to repeal, any by-laws of said corporation; and in all cases the constitution and by-laws adopted by such corporation shall be binding upon and control the same until altered, changed, or abrogated in the manner that may be prescribed in such constitution.

Constitution and by-laws.

Corporation may take, hold, and convey property.

Limit to amount of real estate.

Said corporation, by the name and style which shall be adopted, shall be capable in law of purchasing, holding, and conveying any estate, real or personal, for the use of said corporation: *Provided*, That such real estate shall not exceed in quantity one city, town, or village lot and building in the District of Columbia.

Term of office of officers.

The officers shall hold their offices for the time which shall be prescribed in the constitution adopted by such corporation, and until others shall be elected and qualified as prescribed by such constitution.

Board of directors.

The president, vice-president, secretary, and treasurer shall be ex officio members of the board of directors, and, together with the directors elected, shall manage the business of said corporation.

Plurality of votes to elect officers.

Annual elections, &c.

All officers shall be elected by a plurality of votes given at any election, and a general election of officers shall be held at least once in each year; but in case of any accidental failure or neglect to hold such general election, the corporation shall not thereby lapse or terminate, but shall continue and exist, and the old officers shall hold over until the next general election of officers provided for in the constitution.

Awards of committees of reference;

The award of any general committee of reference appointed by said corporation upon any matter of difference, submitted to such committee for arbitration in writing, with or without seal, by any member of said corporation or by any other person whatsoever, shall have the same force and effect as if the same had been submitted to the arbitration of the members of said committee of reference, by their individual names by deed of submission; and any such award may be filed and made a rule of court, and judgment entered thereon and execution issued in the same manner and under the same rules and regulations that other awards may be entered, under and by virtue of the laws in force in said District. No submission or arbitration bond shall be required to be filed with such awards; but four days' notice of the filing of such award shall be given to the opposite party of the party filing the award. Said committee of reference, when sitting as arbitrators as aforesaid, shall have the right to issue subpœnas and compel the attendance of witnesses by attachment, the same as justices of the peace.

may be filed, &c. in court, and judgment be entered and execution issue.

No bond.

Notice of filing to opposite party.

Witnesses may be compelled to attend.

Fines, and how collected.

Said corporation may inflict fines upon any of its members, and collect the same, for breach of the provisions of the constitution or by-laws; but no fine shall in any case exceed twenty-five dollars. Such fines may be collected by action of debt, brought in the name of the corporation, before any justice of the peace, against the person upon whom the fine shall have been imposed.

Corporation not to carry on business, except, &c.

Said corporation shall have no power or authority to do or carry on any business excepting such as is usual in the management and conduct of boards of trade or chambers of commerce, and as provided for in the foregoing sections of this act.

RAILROAD COMPANIES IN THE DISTRICT OF COLUMBIA.

Railroad companies, how may be formed.

SEC. 7. *And be it further enacted*, That any number of persons, not less than seven, being subscribers to the stock of any contemplated railroad, may be formed into a corporation for the purpose of constructing, owning, and maintaining such railroad, by complying with the following requirements: Whenever stock to the amount of at least fifty thousand dollars shall have been subscribed, and five per cent. upon such subscription shall actually have been paid in, the subscribers to such stock shall elect directors for such company from among their own number, and shall severally subscribe articles of association in which shall be set forth the name of the corporation, the amount of the capital stock of the company, (which may be increased from time to time, if necessary, to a sum equal to the cost of constructing the road, together with the right of way and motive power, together with all the appurtenances and expenses necessary for the complete running of said road,) the number of shares of which said stock shall consist, the number of directors and their names, to manage the affairs of the company, the point or place from which the proposed railroad is to be constructed, and its length, as near as may be. Each subscriber to such articles of association shall state his place of residence, and the number of shares taken by him in such company.

Directors to be elected and articles of association when and how to be subscribed: to contain what;

to be filed and recorded, and where;

when recorded, subscribers, &c. to become a corporation.

SEC. 8. *And be it further enacted*, That articles of association formed in pursuance of the provisions of the foregoing section, shall be filed in the clerk's office of the register of deeds in the District of Columbia, and be recorded in a book kept for that purpose, and thereupon the persons who shall have subscribed the same, and all persons who shall from time to time become stockholders in such company, and their successors, shall be a body politic and corporate, in perpetuity, by the name stated in such articles of association, and shall be capable of suing and being sued, and may have a common seal and may make and alter the same at pleasure, and shall be capable in law of purchasing, holding, and conveying any real or personal property whatever, necessary for the construction of such road, and for the erection of all necessary buildings and yards and appurtenances for the use of the same. A copy [of] any articles of association filed in pursuance of this act, and certified to be a copy by the register of deeds, shall, in all courts and places, be prima facie evidence of the incorporation of such company and of the facts stated therein.

Powers of corporation.

Seal.

Property.

Certified copy of articles of association to be prima facie evidence of, &c.

Books for subscription to capital stock, when and where to be opened.

Notice.

Distribution of capital stock.

SEC. 9. *And be it further enacted*, That the directors named in the seventh section of this act shall open books for subscription to the capital stock of the company at such times and in such places as a majority of them may direct, thirty days' notice of which shall be given by publication in some daily paper published in said District; and in case a greater amount of stock shall be subscribed than the whole capital stock required by such company, the directors shall distribute such capital stock so subscribed as equally as possible among the subscribers; but no share thereof shall be divided in making such distribution, nor shall a greater number of shares be allotted to any one subscriber than by him subscribed for.

Annual meeting.

Notice how given.

Judges of election, how to be chosen, and their duties.

SEC. 10. *And be it further enacted*, That there shall be an annual meeting of the stockholders at the office of the company for the election of directors to serve for the ensuing year, notice of which shall be given by the directors chosen as provided in the first section of this act, for the first annual election, and afterwards by their successors in office, which notice shall be published not less than twenty days previous thereto, in a newspaper published in the city of Washington. Three judges of election shall be chosen by the board of directors previous to any annual meeting of the stockholders, who shall be stockholders but not directors at the time of such election, whose duty it shall be to receive the votes of the stockholders at such election for directors, and who shall openly count the votes and declare the result, and shall furnish the directors

Railroad companies.

elected at such meeting of stockholders with a certificate of their election, which certificate shall be evidence of their authority to act as such directors. No less than seven, nor more than thirteen directors shall be chosen at such meeting of stockholders by ballot, and by a majority of the votes of the stockholders being present, in person or by proxy; and every such stockholder being so present at any election of directors shall be entitled to give one vote for every share of stock which he may have owned for ten days next preceding such election; but no stockholder shall vote at any such election upon any stock except such as he shall have owned for ten days. No person shall be a director unless he shall be a stockholder and qualified to vote for directors at the election at which he shall be chosen. The directors shall hold their offices for one year, and until others are elected and qualified.

Certificate of election of directors.

Number of directors.

Who may vote for directors.

Who eligible as directors.

Term of office.

Special meetings of stockholders when and how may be called;

may be adjourned, &c.

Meeting to be dissolved if, &c.

SEC. 11. *And be it further enacted*, That meetings of the stockholders may be called at any time during the interval between the annual meetings, by the directors, or by the stockholders owning not less than one fourth of the stock, by giving thirty days' public notice of the time and place of the meeting; and when any such meeting is called by the stockholders, the particular object of such meeting shall be stated in such notice, and if at any such meeting thus called, a majority in value of the stockholders are not represented in person or by proxy, such meeting shall be adjourned from day to day, not exceeding three days, without transacting any business, and if within said three days stockholders having a majority of the stock do not attend such meeting, then the meeting shall be dissolved.

Statement of affairs of the company to be made at regular meetings, and may be called for at any meeting.

President and directors when and how may be removed.

SEC. 12. *And be it further enacted*, That at a regular meeting of the stockholders of any such corporation, it shall be the duty of the president and directors in office for the preceding year, to exhibit a clear and distinct statement of the affairs of the said company, and at any meeting of the stockholders a majority of those present, in person or by proxy, may require similar statements from the directors, whose duty it shall be to furnish them when required; and at all general meetings of the stockholders, a majority in value of the stockholders in such company may remove any president or any director, and elect others in their stead: *Provided*, That notice of such intended removal shall have been given as required in the two last preceding sections.

Defective elections of directors how cured.

President and subordinate officers.

Proviso.

SEC. 13. *And be it further enacted*, That in case it shall happen at any time that an election of directors shall not be made on the day designated by the by-laws of the company when it ought to have been made, the company for that reason shall not be dissolved, if within ninety days thereafter they shall hold an election for directors in such manner as shall be provided by the by-laws of the company. There shall be a president of the company who shall be chosen by and from the directors, and also such subordinate officers as the company by-laws may designate, who may be elected or appointed, and required to give such security for the faithful performance of the duties of their offices as the company by its by-laws may require: *Provided*, That nothing herein contained shall be so construed as to prevent the stockholders from removing a president in the manner prescribed in the preceding section.

Subscriptions to stock when and how may be called in.

Forfeiture of stock.

SEC. 14. *And be it further enacted*, That it shall be lawful for the directors to call in and demand from the stockholders, respectively, any sums of money by them subscribed, in such payments or instalments as the directors shall deem proper, under the penalty of forfeiting the shares of stock subscribed for and all previous payments made thereon if payment shall not be made by the stockholder within thirty days after personal demand or notice requiring such payment: *Provided*, That subscriptions shall not be required to be paid except in equal instalments of not more than ten per centum per month.

SEC. 15. *And be it further enacted*, That the directors of such company

shall have power to make by-laws for the management and disposition of stock, property, and business affairs of such company, and prescribing the duties of the officers, artificers, and servants that may be employed, and for the appointment of all the officers for the carrying on all the business within the object and purposes of such company.

Railroad companies.

By-laws.

SEC. 16. *And be it further enacted*, That the stock of such company shall be deemed personal estate, and shall be transferable only on the books of the company; but no shares shall be transferable until all previous calls thereon shall have been fully paid, or the shares shall have been forfeited for the nonpayment of calls thereon.

Stock and its transfer.

SEC. 17. *And be it further enacted*, That the president and a majority of the directors, within thirty days after the payment of the last instalment of the capital stock so fixed and limited by the company, shall make a certificate stating the amount of capital stock so fixed and paid in, which certificate shall be signed by the president and a majority of the directors, and sworn to by the president and secretary; and they shall, within the said thirty days, file and record the same in the office of the register of deeds for the District of Columbia.

Certificate of amount and payment of capital stock to be made, sworn to, and recorded.

SEC. 18. *And be it further enacted*, That every such company, before constructing a part of their road, shall make a map and profile of the route intended to be adopted by such company, which shall be certified by a majority of the directors, and filed in the office of the register of deeds aforesaid, for the inspection and examination of all parties interested.

Map and profile of road to be made and filed.

SEC. 19. *And be it further enacted*, That every such corporation shall possess the general powers and be subject to the liabilities and restrictions in the special powers following, that is to say: First. To cause such examination and survey for the proposed railroad to be made as may be necessary to the selection of the most advantageous route for the railroad; and for such purpose, by their officers, agents, and servants, to enter upon the lands or waters of any person, but subject to responsibility for all damages which they shall do thereto. Second. To receive, hold, and take such voluntary grants and donations of real estate, and other personal property, as shall be made to it, to aid in the construction, maintenance, and accommodation of such railroad; but the real estate thus received by voluntary grants shall be held and used for the purposes of such grants only. Third. To purchase, and by voluntary grants and donations receive and take, and by its officers, engineers, and surveyors and agents, enter upon and take possession of, and hold and use all such lands and real estate and other property, as may be necessary for the construction and maintenance of its railroad and stations, depots, and other accommodations necessary to accomplish the objects for which the corporation was created; but not until the compensation to be made therefor, as agreed upon by the parties, or ascertained as hereinafter prescribed, shall have been paid to the owner or owners thereof, or deposited as hereinafter directed, unless the consent of such owner be given to enter into possession. Fourth. To lay out its road, not exceeding six rods wide, and to construct the same; and for the purposes of cuttings, embankments, and procuring stone and gravel, may take as much more land within the limits of its charter, in the manner hereafter provided, as may be necessary for the proper construction and security of the road. Fifth. To construct their road upon any street, or across any stream of water, watercourse, road, highway, railroad, or canal so as not to interfere with the free use of the same, which the route of its road shall intersect, in such manner as to afford security for life and property, but the corporation shall restore the stream or watercourse, road or highway, thus intersected, to its former state, or in a sufficient manner not to have unnecessarily impaired its usefulness or injured its franchises. Sixth. To cross, intersect, join, and unite with

Powers, liabilities, and restrictions of the corporation.

Entry upon lands, &c. to make surveys, &c.

Voluntary grants and donations, and how to be used.

Purchasing or taking of real estate, &c. for purposes of the corporation.

Compensation to be first made or deposited.

Laying out and construction of road.

Construction of road upon streets, or over canals, watercourses, &c.

Railroad companies, crossing or uniting, &c. with other railroads.

any other railroad before constructed on any point on its route, and upon the grounds of such other railroad company, with the necessary turnouts, sidings, switches, and other conveniences, in furtherance of the objects of its connections; and every company whose railroad is or shall be hereafter intersected by any new railroad, shall unite with the owners of such new railroad in forming such intersections and connections, and grant the facilities aforesaid; and if the two corporations cannot agree upon the amount of compensation to be made therefor, or the points or manner of such crossings and connections, the same shall be ascertained or determined by commissioners, to be appointed as is provided hereinafter in respect to taking of lands; but this section is not to affect the rights or franchises heretofore granted. Seventh. To purchase lands necessary for the use of said road, or take them; may change the line of its road whenever a majority of the directors shall so determine, as is hereafter provided; but no such change shall vary the general route of the road. Eighth. To take, transport, carry, and convey persons and property on their railroad by the force or power of steam, of animals, or any mechanical power, or by any combination of them, and to receive compensation therefor. Ninth. To erect and maintain all necessary and convenient buildings, stations, depots, and fixtures, and machinery for the accommodation and use of their passengers, freight, and business, and obtain and hold the lands therefor. Tenth. To regulate the time and manner in which passengers and property shall be transported, and the tolls and compensation to be paid therefor.

Purchasing or taking lands necessary for use of road.

Transportation by any power.

Buildings, stations, &c.

Tolls, &c. for transportation.

How company to acquire title if it cannot agree for purchase of real estate.

Sec. 20. *And be it further enacted*, That in case any company formed under this act is unable to agree for the purchase of any real estate required for the construction of the track, turnouts, and water stations, it shall have the right to acquire the title to the same in the manner and by the special proceedings prescribed in this act.

Company may enter upon land to make surveys, &c. and may appropriate so much as is necessary.

Sec. 21. *And be it further enacted*, That such company is hereby authorized to enter upon any land for the purpose of examining and surveying its railroad line, and may appropriate so much thereof as may be deemed necessary for its railroad, including necessary side tracks and water stations, materials for constructing, except timber, a right of way over adjacent lands sufficient to enable such company to construct and repair its road, and a right to conduct water by aqueducts, and the right of making proper drains. The corporation shall forthwith deposit with the clerk of the supreme court of the District of Columbia a description of the rights and interests intended to be appropriated, and such land, rights, and interests shall belong to such company, to use for the purpose specified, by making or tendering payment as hereinafter provided. The corporation may, by its directors, purchase any such lands, materials, right of way, or interest of the owner of such lands; or in case the same is owned by a person insane, or an infant, at a price to be agreed upon by the regularly constituted guardian or parent of said insane person or infant, if the same shall be appraised by the court aforesaid; and on such agreement and approval, the owner, guardian, or parent, as the case may be, shall convey the said premises, so purchased, in fee simple or otherwise, as the parties may agree, to such railroad company; and the deed, when made, shall be deemed valid in law. If the corporation shall not agree with the owner of the land, or with his guardian, if the owner is incapable of contracting touching the damages sustained by such appropriation, such corporation shall deliver to such owner or guardian a copy of such instrument of appropriation. If the owner or his guardian, in case such owner is incapable of contracting be unknown, such corporation shall publish in some newspaper in the District, to be designated by said court, for the term of six weeks, an advertisement reciting the substance of such instrument of appropriation. Upon fixing such act of appropriation and delivery of such copy,

Description to be deposited with clerk of supreme court.

Such lands, &c. may be purchased of owner, guardian, &c.

Conveyance to be made.

Proceedings, if the corporation cannot agree with the owner or guardian, or if owner is under incapacity.

Publication in newspaper.

Railroad companies.

or making such publication, the supreme court for the District of Columbia, upon the application of either party, shall appoint by warrant three disinterested freeholders of the neighborhood on which the land lies, to appraise the damages which the owner of the land may sustain by such appropriation; such appraisers shall be duly sworn; they shall consider the injury which such owner may sustain by reason of such railroad, and shall forthwith return their assessment of damages to the clerk of the said court, setting forth the value of the property taken, or injury done to the property, which they assess to the owner, or owners, separately, to be by him filed and recorded; and thereupon such corporation shall pay to said clerk the amount thus assessed, or tender the same to the party in whose favor the damages are awarded, or assessed, and on making payment or tender thereof, in the manner herein required, it shall be lawful for such corporation to hold the interests in such lands or materials on said roadway within fifty feet on each side of the centre of such roadway, for the uses aforesaid. The cost of such award shall be paid by such company; and on notice by any party interested and showing said proceedings, the court may order the payment thereof, and enforce such payment by execution. The award of said arbitrators may be reviewed by the said court, in which such proceedings may be had, on written exceptions filed by either party, in the clerk's office, within ten days after the filing of such award, and the court shall take such order therein as right and justice may require, by ordering a new appraisement, on good cause shown: *Provided*, That, notwithstanding such appeal, such company may take possession of the property therein described as aforesaid, and the subsequent proceedings on the appeal shall only affect the amount of compensation to be allowed, if prior to the assessment the corporation shall tender to such owner or guardian, and in case of refusal to receive the same shall pay into court, if he be unable to contract, an amount equal to the award afterwards made, exclusive of costs. The costs of arbitration shall be paid equally by such company and such owner or guardian.

Appraisal of damages by order of court.

Assessment to be returned into court.

Corporation to pay clerk amount assessed, or tender the same to the party, and then to hold the land, &c. for such uses;

to pay cost of award.

Award may be reviewed by court upon appeal.

Company may take possession notwithstanding appeal, if, &c.

Costs of arbitration.

SEC. 22. *And be it further enacted*, That if there are any adverse or conflicting claimants to the money, or any part of it, to be paid as compensation for the real estate taken, the court may direct the money to be paid into the said court by the company until it can determine who is entitled to the same, and shall direct to whom the same shall be paid, and may, in its discretion, order a reference to ascertain the facts in which such determination and order are to be made.

Provisions, if there are adverse or conflicting claimants to the money.

SEC. 23. *And be it further enacted*, That the court shall appoint some competent attorney to appear for and protect the rights of any party in interest who is unknown, or whose residence is unknown, and who has not appeared in the proceedings by an attorney or agent; the court shall also have power, at any time, to amend any defect or informality in any of the special proceedings authorized by this act as may be necessary, or to cause new parties to be added, and to direct such further notice to be given to any party in interest as it deems proper, and also to appoint other commissioners in the place of any who shall die, or refuse, or neglect, or are unable to serve, or who may leave or be absent from the District aforesaid.

Court may appoint attorney to protect rights of parties whose rights or residence are unknown and who have not appeared.

Proceedings may be amended, &c.

SEC. 24. *And be it further enacted*, That at any time after an attempt to acquire title by appraisal of damages, or otherwise, if it shall be found that the title thereby attempted to be acquired is defective, the company may proceed anew to acquire or perfect the same in the same manner as if no appraisal had been made; and at any stage of such new proceedings the court may authorize the corporation, if in possession, to continue in possession, to take possession of, and use such real estate during the pendency and until the final conclusion of such new proceedings, and may stay all actions and proceedings against the company, or any officer or agent or

Corporation may perfect any defective title in same manner.

Court may permit corporation to remain in possession of lands;

may stay action upon, &c.

Railroads, &c.

workman of such company, on account thereof, on such company paying into court a sufficient sum, as the court may direct, to pay the compensation therefor, when finally ascertained; and in every such case the party interested in real estate may conduct the proceedings to a conclusion, if the company delays or omits to prosecute the same.

Parties interested may finish proceedings if company delays.

Company may borrow money, issue bonds, and mortgage property to secure payment of the debt.

SEC. 25. *And be it further enacted*, That such company may, from time to time, borrow such sums of money as they may deem necessary for completing or operating their railroad, and issue and dispose of their bonds for any amounts so borrowed, for such sums and at such rates of interest as may be agreed upon, and mortgage their corporate property and franchises to secure the payment of any debt contracted by such company; and the directors of the company may confer on any holder of any bond issued for money borrowed as aforesaid the right to convert the principal due or owing thereon into stock of said company, at any time not exceeding fifteen years from the date of said bond, under such regulations as the company may adopt; and such company may sell their bonds whenever they may deem proper, and such sales shall be as valid as if such bonds should be sold at par value. But such corporation shall not have power to issue any bonds or to execute any mortgages upon its property or franchises until at least one half of the capital stock shall have been fully paid.

Bonds may be convertible into stock;

may be sold whenever, &c.

Bonds not to be issued until half of capital stock is paid.

New locations may be made by like proceedings.

SEC. 26. *And be it further enacted*, That if at any time after the location of the track of such road, in whole or in part, and the filing of the map thereof, it shall appear to the directors of such company that the line thereof may be improved, such directors may, from time to time, alter the line, and cause a new map to be filed in the said register's office, and may thereupon take possession of the lands embraced in such new location that may be required for such construction and maintenance of such road on such new line, either by agreement with the owner or by such proceedings as are authorized under the preceding sections of this act, and use the same in place of the line for which the new is substituted.

Provision for tracks crossing highway;

for changing line of such highway.

SEC. 27. *And be it further enacted*, That whenever the track of such railroad shall cross a road or highway, such road or highway may be carried under or over the track, as may be most expedient; and in cases where an embankment or cutting shall make a change in the line of such road or highway desirable, with a view to a more easy ascent or descent, the said company may take additional lands for the construction of such road or highway, or such new line as may be deemed requisite by the directors. Unless the lands so taken shall be purchased or voluntarily given for the purposes aforesaid, compensation therefor shall be ascertained in the manner in this act provided, as nearly as may be, and duly made by such corporation to the owners and persons interested in such lands, and the same, when so made and compensation made, to become part of such intersecting road or highway, in such manner and by such terms as the adjacent parts of such highway may be held for highway purposes.

Conductors and servants employed on passenger trains or at stations for passengers, to wear badge, &c.;

not to exercise authority unless they wear such badge.

SEC. 28. *And be it further enacted*, That every conductor, baggage-master, engineer, brakeman, or other employees of any such railroad corporation, employed on a passenger train, or at stations for passengers, shall wear upon his hat or cap a badge which shall indicate his office, and the initial letters of the style of the corporation by which he is employed. No collector or conductor without such badge shall demand, or be entitled to receive, from any passenger any fare, toll, or ticket, or exercise any of the powers of his office; and no other of said officers or employees without such badge shall have any authority to meddle or interfere with any passenger or property.

Annual report

SEC. 29. *And be it further enacted*, That every such corporation shall make an annual report to the clerk of said supreme court of the operations of the year ending on the first day of January, which report shall

be verified by the oath of the treasurer and acting superintendent of operations, and filed in his office by the tenth day of January of each year, and shall state: First. The capital stock and the amount actually paid in. Second. The amount expended for the purchase of lands, for the construction of the road, for buildings, and for engines and cars respectively. Third. The amount and nature of its indebtedness, and the amounts due the corporation. Fourth. The amount received for the transportation of passengers, of property, of mails, and from other sources. Fifth. The amount of freight, specifying the quantity, in tons of the products of the forest, of animals, of vegetables, food, other agricultural products, manufactures, merchandise, and other articles. Sixth. The amount paid for repairs, engines, cars, buildings, and salaries. Seventh. The number and amount of dividends, and when paid. Eighth. The number of engine-houses and shops, of engines and cars, and their character.

of railroad corporations when and to whom to be made, and to state what.

SEC. 30. *And be it further enacted*, That any such corporation shall, when applied to by the Postmaster-General, convey the mails of the United States on their road; and in case such corporation shall not agree to the rates of transportation thereof, and as to time, rate of speed, manner, and condition of carrying the same, the said supreme court may appoint three commissioners, who shall fix and determine the same.

Corporation to carry the mails when requested. Rates, &c. how to be determined, when not agreed upon.

SEC. 31. *And be it further enacted*, That if any passenger shall refuse to pay his fare or toll, the conductor of the train may put him out of the cars at any usual stopping-place.

Passengers refusing to pay fare may be put out the cars at, &c.

SEC. 32. *And be it further enacted*, That every such corporation shall start and run their cars for *their* [the] transportation of persons or property at regular times, to be fixed by public notice, and shall furnish sufficient accommodation for the transportation of all such passengers and property as shall within a reasonable time previous thereto offer, or *to* be offered, for transportation at the place of starting, and the junction of other railroads, and at siding and stopping places established for receiving and discharging way passengers and freight, and shall take, transport, and discharge such passengers and property at, from, and to such places, on the due payment of tolls, freight, or fare therefor.

Cars to be run at regular times, and sufficient accommodations to be furnished for passengers and freight.

SEC. 33. *And be it further enacted*, That in case of the refusal by such corporation or their agents so to take and transport any passenger or property, or to deliver the same at the regular appointed place, such corporation shall pay to the party aggrieved all damages which shall be sustained thereby, with costs of suit.

Corporation liable in damages for refusal to take, &c. passengers or freight.

SEC. 34. *And be it further enacted*, That in forming a passenger train, baggage, or freight, or merchandise, or lumber cars shall not be placed in rear of passenger cars; and if they or any of them shall be so placed, and any accident shall happen to life or limb, the officer or agent who so directed or knowingly suffered such arrangement, and the conductor or engineer of the train, shall each and all be held guilty of intentionally causing the injury, and be punished accordingly.

In passenger trains, baggage, &c. cars not to be placed in rear of passenger cars.

Penalty.

SEC. 35. *And be it further enacted*, That the railroad companies may increase the amount of their capital stock only by filing in the office of the register of deeds a certificate stating the amount of such desired increase, and the reasons or necessity for the same, signed by the president and a majority of the directors, and attested by the secretary, and seal of such company, and in no case to a greater amount than the actual cost of building and equipping said road.

Increase of capital stock.

SEC. 36. *And be it further enacted*, That no railroad shall be built under the provisions of this act until the route and termini of said road shall have been approved and sanctioned by Congress; and Congress may make all needful rules and regulations for the operation and management of said railroads, and may regulate the rates of fare and freight upon such roads: *Provided*, That nothing in this act contained shall be con-

No railroad to be built until Congress approve its route and termini.

Congress may make rules and regulate fares and freight.

Proviso.

Railroad companies.

strued to limit the right of the municipal authorities of the cities of Washington and Georgetown, respectively, to regulate the running of trains, or to establish the grade upon [which] said roads shall be built, within said cities respectively.

Act may be altered, &c. and any incorporation under this act may be amended by Congress.

Liabilities previously incurred not affected.

SEC. 37. *And be it further enacted*, That the Congress of the United States may at any time alter, amend, or repeal this act, saving and preserving all rights which may become vested under the same, and may amend or repeal any incorporation formed or created under this act; but any such amendment or repeal shall not, nor shall the dissolution of any company formed under this act, take away or impair any remedy given against any such corporation, its stockholders, or officers, for any liability which shall have been previously incurred.

Provision for collecting subscription to stock.

SEC. 38. *And be it further enacted*, That it shall be lawful for all companies formed and incorporated, or which shall hereafter be incorporated, under the provisions of the foregoing act, to sue for and collect any instalment or subscription to stock due or to become due to said companies formed under said act, in like manner as other debts are now collected, and before any court having jurisdiction of the amount claimed: *Provided, however*, That nothing contained in this act shall be so construed as to authorize any corporation organized under the same to construct or own any railroad outside of the District of Columbia.

No railroad outside the District of Columbia can be constructed or owned by any corporation under this act.

APPROVED, May 5, 1870.

May 5, 1870.

CHAP. LXXXI. — *An Act legalizing certain Locations of agricultural College Scrip therein designated.*

Locations of certain agricultural college scrip in Wisconsin in excess, &c. legalized. 1862, ch. 130. Vol. xii. p. 503.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That all locations of agricultural college scrip allowed prior to December first, eighteen hundred and sixty-seven, at the several land offices in the State of Wisconsin, in excess of the maximum quantity authorized by the act entitled "An act donating public lands to the several States and Territories which may provide colleges for the benefit of agriculture and the mechanic arts," approved July second, eighteen hundred and sixty-two, be, and the same are hereby, legalized; and the commissioner of the general land office is authorized to issue patents upon such locations: *Provided*, That the same shall be in all other respects legal and valid.

Patents to issue.

Proviso.

APPROVED, May 5, 1870.

May 5, 1870.

CHAP. LXXXII. — *An Act authorizing the first national Bank of Delhi, New York, to change its Location.*

First National Bank of Delhi, N. Y., may change its location.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That the First National Bank of Delhi, now located in Delhi, Delaware county, State of New York, is hereby authorized to change its location to the village of Port Jervis, Orange county, State of New York. Whenever the stockholders representing three fourths of the capital of said bank, at a meeting called for that purpose, determine to make such change, the president and cashier shall execute a certificate under the corporate seal of the bank specifying such determination, and shall cause the same to be recorded in the office of the comptroller of the currency, and thereupon such change of location shall be effected, and the operations of discount and deposit of said bank shall be carried on under the name of the First National Bank of Port Jervis, in the village of Port Jervis, Orange county, State of New York.

Proceedings.

New name.

Liabilities, &c. of bank not affected.

SEC. 2. *And be it further enacted*, That nothing in this act contained shall be so construed as in any manner to release the said bank from any liability or affect any action or proceeding in law in which the said bank may be a party or interested. And when such change shall have been determined upon as aforesaid, notice thereof and of such change shall be

Notice of change.