

and the said judges, or a majority of them, shall decide upon the qualification of the voters, and when the election is closed shall count the vote and declare who has been elected, and if it shall at any time happen that an election of any one or all the officers of said company shall not be made, the corporation for this cause shall not be deemed to be dissolved, but it shall be lawful to hold and make such election for President or Directors, Treasurer and other officers, on the same day or any day thereafter, by giving at least ten days notice thereof, signed by the President or Secretary, in the newspapers before mentioned, of the time and place of holding said election, and the President and Directors and others last elected shall continue to act and be invested with all the power belonging to their respective situations, until another election shall take place; in case of death or resignation, refusal or neglect to act, or removal from the State, of any officer, his place shall be filled by the Board of Directors until the next annual election; *provided*, the removal from the State of any Directors shall not operate to vacate, should there be a majority of the Directors still residing in the State.

Hold over.

Proviso.

Sec. 6. *And be it enacted*, That the President and Directors shall hold their meetings at such place as the stockholders shall direct, and when met, four shall form a quorum, who, in the absence of the President, may choose a chairman; and the said Directors shall annually, or oftener in case of a vacancy, appoint a secretary, who shall keep minutes of their transactions, fairly entered in a book; and a quorum of Directors being found present, they shall have power and authority to appoint all such surveyors, engineers, superintendents, and other artists and officers as they may deem necessary to carry on the intended work, and to fix their salaries and wages, and to draw orders on the treasurer for the same, which shall be signed by the President and countersigned by the secretary.

Quorum.

Power to appoint officers.

Sec. 7. *And be it enacted*, That the President and Directors shall procure certificates of evidence of stock for all the shares of said Company, and shall deliver one such certificate, signed by the

Certificates of stock.