

this State, certified to be a true copy, under its seal by the president, or a vice-president, and the secretary, or an assistant secretary, or the treasurer, or an assistant treasurer, thereof, shall be received as prima facie evidence of such by-laws in the courts of this State.

### Meetings.

An. Code, sec. 14. 1904, sec. 6. 1888, sec. 6. 1868, ch 471, sec. 6. 1908, ch. 240, sec. 14.

17. Every corporation, which is subject to the provisions of this article, shall hold annually a stated or regular meeting for the election of directors and for the transaction of general business; the time and place of holding such meetings, and the notice to be given thereof and of the business to be transacted thereat, may be regulated by the by-laws, and unless otherwise provided by the by-laws, each shareholder or member shall be given notice of the place, day and hour of such meeting in the manner provided for in section 19; and such annual meetings shall be general meetings—that is to say, open for the transaction of any business within the powers of the corporation without special notice of such business, unless such notice is required by this article or by the by-laws.

Amendments to the Constitution of a hospital held not to have been properly adopted, inasmuch as no notice of the proposed amendment was given as required by the Constitution; proxies not permitted to vote. Amendment not adopted by majority of those present in person and by proxy; conflict between Constitution and by-laws. Defects not cured by approval of minutes at subsequent meeting. *Stevens v. Emergency Hospital*, 142 Md. 534.

As to a waiver of notice of meeting, see sec. 27.

1922, ch. 309, sec. 14½.

18. In any case in which neither the charter nor the by-laws of a corporation having no capital stock, heretofore or hereafter incorporated, provides for members thereof as such, and in any case in which any such corporation has in fact no members other than the members of its governing body or board by whatever name they may be called, the members for the time being of its governing body or board shall, for the purposes of any statutory provision or rule of law relating to members of corporations having no capital stock, be taken to be the members of such corporation, as well as members of such governing body or board, and may meet as members of such corporation and exercise all of the rights and powers of members thereof.

An. Code, sec. 15. 1908, ch. 240, sec. 15; 1927, ch. 551, sec. 89.

19. At any time in the interval between regular meetings, extraordinary meetings of the shareholders or members may be called by the president, or by a majority of the board of directors, or by a majority of the executive committee (if the by-laws provide for an executive committee, and confer such power upon such executive committee), upon ten days' written or printed notice, stating the place, day and hour of such meeting and the business proposed to be transacted thereat; such notice shall be