

after the receipt of such request, then the stockholders owning a majority of the voting shares, or members constituting a majority of all the members, may do so by giving fifteen days' notice of the time, place and object of the meeting by advertisement inserted in a newspaper published in the county or city in which the principal office of the corporation is situated. At any meeting called and warned under the provisions of this and the next preceding section, any director may, by a vote of a majority of all of the shares of stock outstanding and entitled to vote or by a vote of a majority in number of all of the members, be removed from office and another be appointed in the place of the person so removed, to serve for the remainder of his term.

Sec. 6 of the Code of 1904, referred to in construing secs. 65 and 66 of that Code—see notes to sec. 9. *Darrin v. Hoff*, 99 Md. 498.

See notes to sec. 28.

Cited but not construed in *Mortgage Bond Asso. v. Baker*, 157 Md. 319.

An. Code, 1924, sec. 21. 1912, sec. 17. 1908, ch. 240, sec. 17. 1914, ch. 379. 1916, ch. 596, sec. 17. 1920, ch. 545, sec. 17. 1922, ch. 309, sec. 17. 1927, ch. 581, sec. 21. 1933, ch. 565.

20. All meetings of the stockholders or members shall be held in this State, but meetings of members of any corporations having no capital stock may be held without the State if the charter so provides; and meetings of stockholders of corporations having capital stock may be held without the State if (1) the by-laws so provide, and (2) the stockholders entitled to cast a majority in number of votes at the meeting either (a) consent in writing executed and filed with the records of the meeting either before or after the holding thereof to the holding of such meeting outside the State or (b) appear by their addresses as shown on the books of the corporation to be non-residents of this State. The presence, in person or by proxy, of stockholders or members entitled to cast a majority in number of votes, shall be necessary to constitute a quorum, unless the charter otherwise provides; provided, however, that building associations, athletic or social clubs, or mutual insurance companies, whose policyholders, for the time being, are the members thereof, and corporations having no capital stock may provide by their by-laws what shall constitute a quorum. Except in cases in which it is by this Article, or by charter or by-law provision not inconsistent with this Article, otherwise provided, a majority of the votes cast, at a duly constituted meeting, shall be sufficient to elect and pass any measure. If so provided in the by-laws of any corporation having no capital stock, any action required by law to be taken or authorized by the affirmative vote of a majority or other designated proportion of all of the members shall be effective and valid if taken or authorized by not less than a majority or not less than such other designated proportion, as the case may be, of all of the votes thereon to which all of the members present, in person or by proxy, at a duly constituted meeting shall be entitled.

Independent of statute, a majority vote at a valid congregational meeting with a qualified quorum present, is sufficient to pass any measure upon which the meeting is competent to act. Proxies authorized. Right of the majority of a quorum to act under Code provisions, other than those relating to the consolidation of religious corporations, not passed on. See notes to sec. 116. (This case arose prior to the act of 1920, ch. 545). *Bennett v. St. Paul's Church*, 137 Md. 343.

See notes to sec. 16.

See footnote to sec. 9.