at any time happen that an election of any one or all of the officers of said company shall be not made for the cause, shall not be deemed to be dissolved, but it shall be lawful to hold and make such election for President and 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, as 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 powers belonging to their respective situations, until another election shall take place; in case of death, 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

Proviso.

next annual election; *provided*, the removal from the State of any Director may not operate to vacate, should there be a majority of the Directors still residing in the State, and owners of property binding on said road.

Four Directors to form a quorum.

Sec. 6. *And be it enacted*, That the President and Directors shall hold their meetings at some convenient place on said road, 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 the 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, to ascertain the time, manner and proportion in which the said stockholders shall pay the money due on their respective shares, to draw orders on the Treasury for the same, which shall be signed by the President and countersigned by the Secretary.

Certificates of stock.

Sec. 7. *Be it enacted*, That the President and Directors shall procure certificates or evidence of stock for all the shares of said company, and shall deliver one such certificate, signed by the President and countersigned by the Secretary, and