

CHAP. 138. consistent with this charter; and the number of votes to which each stockholder shall be entitled shall be according to the number of shares he may hold, each share entitling him to one vote, but no share shall entitle or confer a right of suffrage which shall not have been held at least one calendar month prior to the day of election, nor unless it be holden by the person in whose name it appears absolutely and bona fide, in his own right or in the right of his wife, or for his or her sole use and benefit, or as executor, or administrator, trustee or guardian, or in the right and for the use and benefit of some copartnership, corporation or society, of which he or she may be a member, and not in trust for and to the use and benefit of any other person, and in all voting by proxy or attorney, said proxy or attorney shall be legally constituted.

Election of
officers—how
conducted.

SEC. 5. *And be it enacted*, That the election of officers aforesaid shall be conducted in the following manner, that is to say: the directors for the time being shall appoint three of the stockholders, not being directors, to be judges of the said election, and to conduct the same after having severally taken and subscribed an oath or affirmation before a judge or justice of the peace, well and truly, according to law, to conduct such election, and the said judges or a majority of them shall decide upon the qualifications of the voters, and when the election is closed, shall count the votes 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 shall not for that cause be deemed to be dissolved, but it shall be lawful to hold and make such election for president and directors, treasurer or other officers on the same day or upon 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 other officers 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 next annual election; *Provided*, the removal from the State of any director may

Vacancies.