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that they were not displaced by the new appointments. There can be no doubt that their official powers are at an end and that as soon as the additional appointments are made which will be in a few days the Banks & Merchants will find it their interest to employ only such as have been Commissioners by the Executive.

Yours very Respectfully
Signed

Wm. Gordon -

Annapolis March 14. 1839.

Dear Sir,

I have been considering the objections which you suggested against the continuation of Mr. Amos S. Williams as a State Director in the Annapolis & Elkridge Rail Road Company and now take the liberty of communicating to you the doubts which have occurred to me in the hope that upon further examination of the subject your own views may be changed.

I cannot bring myself to the conclusion that a Director on the part of the State in any joint stock company is to be considered as holding an office of profit or trust within the meaning of the Constitution. It will be admitted that equality is the great principle upon which all our institutions rest. That every citizen may exercise every privilege which is accorded to every other citizen, and that no citizen is to be disqualified or disfranchised except by express word or by necessary intendment or implication. The amendment to the Constitution by the Act of 1791. Chap. 80 declares that "No person holding an office of profit or trust under the United States shall be capable of holding an office of profit or trust under this State. To disqualify Mr. Williams from holding the office of State Director it must be shown that such Director is a State Officer. This I think cannot be shown. A Director is a member and may be termed an Officer of the Corporation but he is not a State Officer. The error arises in part from assuming that he is appointed to represent the State's interest exclusively in the Corporation. In doing his power from the State and exercising it on behalf of the State it is therefore inferred that he is a State Officer. That a point of law as in practice a State Director appointed by State authority becomes a member of the Corporation for which he is appointed and represents the interests of every stockholder in that Corporation. His vote binds the interests of the private stock-