

provisional above mentioned in lieu of the right to vote.

The question that had arisen is this—whether if a vacancy occurs in the direction it is to be filled by the Board as constituted under the Charter or whether the party represented by the Director whose seat has become vacant, is alone authorized to fill it—That is to say—whether if a vacancy occurs among the Stockholder directors & the whole board consisting of Stockholders, City, and State, Directors are to vote in filling it— or whether the Stockholder directors are alone to vote and whether in like manner, if a vacancy occurs among the State Directors, the whole board composed as just mentioned are to elect the person to fill it, or whether he is to be appointed by the Governor with the advice and consent of the Senate &c as the person whose seat is vacant was originally appointed— and the same as respects directors on the part of the City.

Your Excellency will at once perceive the delicacy which prevented the Board of Directors from deciding upon a subject, where it had been suggested that the right of the Executive is concerned, without the concurrence required by the resolution under which the undersigned act; and the undersigned therefore bring the subject before your Excellency that the opinion of the Law officers of the State may be had thereupon.

The acts of Assembly touching this question are 1826 Ch. 123. 1827. ch 209. 1832 ch. 174— 1835 ch 395.

with respectful consideration
 To his Excellency,
 William G. Mason Gov^r of Md. }
 John White }
 William Cooke } Committee
 Sam^l Hoffman }

Cambridge May 30th 1839—

By the last mail I received your Excellency's letter of the 23rd inst in relation to a legal question presented to the Executive Department by a Committee of the Baltimore and Ohio Rail Road Company—

The question propounded for my official opinion is thus stated: "Whether if a vacancy occurs in the direction it is to be filled by the Board as constituted under the Charter" or whether the party represented by the Director whose seat has become vacant is alone authorized to fill it. That is to say whether