

14

“as if a vacancy occurs among the stockholder directors, the whole
“Board consisting of stockholder city and State directors are to vote
“in filling it, & whether the stockholder directors are alone to vote,
“and whether in the like manner if a vacancy occurs among the
“State directors the whole board composed also just mentioned are to
“elect the person to fill it, or whether he is to be appointed by the
“Governor with the advice & consent of the Senate as the person
“whose seat is vacant was originally appointed, and the same
“as respects directors on the part of the city.”

The acts of Assembly referred to are 1826. Ch: 123
1827 Ch: 209. 1832 Ch: 145 1835 Ch: 395.

I have carefully and with atten-
-tion examined the question propounded and the several acts
of Assembly to which reference has been, and am clearly of o-
-pinion without hesitation or doubt, that if a vacancy occurs in
the direction, by death, resignation or refusal to act of any
Director, before the year for which he was either elected by
Individual stockholders or appointed by the State or city has
expired, the person to fill such vacant place for the residue
of the year is to be appointed by the President & Directors
of the said company or a majority of them, as constituted
under the charter, Act 1826. Ch. 1234 Sec: 7.

The directors elected by In-
-dividual stockholders and those appointed by the State & the
city of Baltimore form but one body, and are vested with e-
-qual powers, rights & privileges in the management of the
affairs of the company — To this body or a majority of
them the law has expressly delegated the power of filling such
vacant places as may occur by the death, resignation or refusal
to act of any member of that body before the expiration of the
year for which he was elected or appointed — This power be-
-ing specially granted to the President and Directors or a ma-
-jority of them, excludes the exercise of any other implied power
to accomplish the same object in a different manner or by other
means —

The power of the Governor is limited to the appointment of State
Directors at the annual general election for the year, and after
having made that appointment he has no other authority or au-
-tority over the subject — his power ceases — until the next annual
election — the same principle applies to the city of Baltimore
as well as to Individual stockholders — neither of them has the
power of filling vacancies — That power is solely & exclusively given