

HOUSE No. 653.

HOUSE OF REPRESENTATIVES, Feb. 7, 1896.
[Introduced on leave by Mr. BOURNE of Middleborough.]

Commonwealth of Massachusetts.

In the Year One Thousand Eight Hundred and Ninety-six.

AN ACT

To amend the Law relating to the Board of Directors of
Domestic Stock Insurance Companies.

*Be it enacted by the Senate and House of Representatives
in General Court assembled, and by the authority of the
same, as follows:*

1 SECTION 1. Section thirty-two of chapter five hundred
2 and twenty-two of the acts and resolves of the year
3 eighteen hundred and ninety-four is hereby amended by
4 striking out the words "chosen by ballot from stock-
5 holders resident in this Commonwealth" in the third and
6 fourth lines thereof, and in their place substituting
7 "chosen by ballot from the stockholders, a majority of
8 said board to be resident in this Commonwealth," so
9 that said section, as amended, shall read as follows:—
10 *Section 32.* The board of directors of each domestic

11 stock insurance company shall consist of not less than
12 five members, chosen by ballot from the stockholders, a
13 majority of said board to be resident in this Common-
14 wealth, who shall hold office for one year or for the term
15 provided in its by-laws as authorized by section twenty-
16 five and until their successors are qualified.

17 In the choice of directors and at all meetings of the
18 company each stockholder shall be entitled to one vote
19 for each share he holds not in excess of one-tenth of the
20 capital. Proxies may be authorized by written power
21 of attorney, but no officer shall vote as proxy. The
22 record of the votes made by the secretary or clerk, which
23 shall show whether the same were cast in person or by
24 proxy, shall be evidence of all such elections.

25 The directors, before they are qualified to act, shall
26 file with the secretary a written acceptance of the trust.
27 Not less than four shall constitute a quorum, and a ma-
28 jority of those in attendance may transact business.
29 Vacancies in any office may be filled by the directors or
30 by the stockholders, as the by-laws shall provide.

31 The directors shall, annually, choose by ballot a presi-
32 dent, who shall be a member of the board, a secretary
33 and such other officers as the by-laws provide. They
34 may call special meetings of the stockholders whenever
35 they deem proper, and shall call such meetings on the
36 written application of the owners of one-fifth part of the
37 capital, or of twenty shareholders, setting forth the pur-
38 poses of the same. They shall, at each annual meeting
39 of the company, submit a full statement of the transac-
40 tions of the company during the previous year and of its
41 financial condition.

42 The president and secretary, and vice-president if there
43 be one, shall annually be sworn, and their oath entered
44 of record in the company's books. The president, or in
45 his absence the vice-president, if there be one, shall pre-

46 side at all meetings of the directors or stockholders. In
47 the absence of the president and vice-president, a presi-
48 dent pro tempore may be chosen.

49 The secretary shall keep a record of the votes and
50 proceedings of all meetings of the directors and of the
51 stockholders ; a list of the stockholders and the number
52 of shares standing in the name of each ; a record of all
53 transfers of shares and of all policies issued, and of
54 all authorized assignments, cancellations and transfers
55 thereof ; and such additional books as the president and
56 directors require. The records, so kept, shall be evi-
57 dence of the transactions to which they relate and open
58 to the inspection of any person interested therein ; and
59 for making any wilfully false record the secretary shall
60 be deemed guilty of the crime of perjury.

1 SECT. 2. This act to take effect upon its passage.

