
The Commonwealth of Massachusetts

MEMORANDUM OF THE SECRETARY OF THE COMMONWEALTH PURSUANT TO GENERAL LAWS, CHAPTER 3, SECTION 7, WITH RESPECT TO PETITION OF ISABELLE M. WELLS AND ANOTHER FOR LEGISLATION TO AUTHORIZE THE CONSOLIDATION OF MASSACHUSETTS BAPTIST CONVENTION AND THE BOSTON BAPTIST BETHEL CITY MISSION SOCIETY.

To the Honorable Senate and House of Representatives.

The above-named petition was transmitted to me by the Clerk of the House of Representatives on December 26, 1968, with a request for a memorandum.

Baptist Missionary Society in Massachusetts was incorporated under the provisions of chapter 62 of the Massachusetts Special Laws of 1807 on February 28, 1808. Chapter 71 of the Massachusetts Special Laws of 1821 altered and amended the act incorporating the Baptist Missionary Society in Massachusetts. Chapter 23 of the Massachusetts Special Laws of 1835 changed the name of the corporation to the Massachusetts Baptist Convention. Chapter 41 of the Massachusetts Special Laws of 1870 authorized the Massachusetts Baptist Convention to hold additional real estate. Chapter 18 of the Massachusetts Special Laws of 1879 repealed the restrictions on election of officers of the corporation. Chapter 41 of the Massachusetts Special Laws of 1886 authorized the corporation to hold additional real and personal estate. Chapter 92 of the Massachusetts Special Laws of 1904 changed the name of the corporation to Massachusetts Baptist Missionary Society. Chapter 118 of the Special Acts and Resolves of 1917 consolidated The Massachusetts Association of Free Baptist Churches, incorporated under the provisions of chapter 115 of the Public Statutes on March 4, 1889, and the Massachusetts Baptist Missionary Society into one corporation under the name of Massachusetts Baptist Missionary Society. Chapter 70 of the Special Acts and Resolves of 1918

consolidated The Massachusetts Baptist Sunday School Association, incorporated under the provisions of chapter 115 of the Public Statutes on October 26, 1892, and the Massachusetts Baptist Missionary Society into one corporation under the name of Massachusetts Baptist Convention. Chapter 279 of the Acts and Resolves of 1931 is an act relative to the powers of the Massachusetts Baptist Convention. Chapter 148 of the Acts and Resolves of 1956 is an act further regulating the powers of the Massachusetts Baptist Convention.

Boston Baptist Bethel Society was incorporated under the provisions of chapter 193 of the Massachusetts Special Laws of 1852 on May 7, 1852. Chapter 15 of the Laws and Resolves of 1921 consolidated the Boston Baptist City Mission Society, incorporated under the provisions of chapter 115 of the Public Statutes on July 20, 1898, and the Boston Baptist Bethel Society into one corporation under the name of Boston Baptist Bethel City Mission Society.

Section 1 of the bill before your honorable bodies seeks authority for the Massachusetts Baptist Convention and the Boston Baptist Bethel City Mission Society to consolidate and thereafter become and be one corporation under the name of The American Baptist Churches of Massachusetts, hereinafter called the consolidated corporation, which consolidated corporation shall in all respects be a continuation of each of said existing corporations.

Section 2 of the bill states that the consolidated corporation shall have all the privileges, powers and immunities which said existing corporations have heretofore acquired and enjoyed under the laws of the commonwealth. In addition to and not in limitation of any of the powers by this act conferred the consolidated corporation is empowered to and shall devote its resources to and exercise its corporate powers for religious, educational and charitable purposes and said corporation may solicit and receive funds separately or with others to support its work. The consolidated corporation may make appropriations to carry on its work including appropriations to other organizations to enable them to assist it in carrying on its work and, without limitation as to amount, it may receive, hold, manage, invest and reinvest and distribute any real and personal property for any of its purposes.

Section 3 of the bill states that upon such consolidation becoming effective, all property of the Massachusetts Baptist Convention

and the Boston Baptist Bethel City Mission Society, including all bequests, devises, gifts and transfers of any kind heretofore and hereafter made for the benefit of either of them, shall be vested in the consolidated corporation without further act or deed. The consolidated corporation shall have the same powers, rights and privileges with respect to such property and with respect to such bequests, devises, gifts and transfers as would have been possessed by the consolidated corporation had such bequests, devises, gifts and transfers been made directly to it and for its purposes, so far as such powers, rights and privileges can be constitutionally conferred by the General Court and without prejudice to any court proceeding, and otherwise shall have with respect to such property and such bequests, devises, gifts and transfers the same powers, rights and privileges as would have been possessed by the Massachusetts Baptist Convention and the Boston Baptist Bethel City Mission Society had such consolidation not been effected.

Section 4 of the bill states that the consolidated corporation shall be deemed to have assumed and shall be liable for all liabilities and obligations of the Massachusetts Baptist Convention and the Boston Baptist Bethel City Mission Society.

Section 5 of the bill states that all members of the existing corporations shall become members of the consolidated corporation on the date when the consolidation becomes effective. New members may be admitted to the consolidated corporation thereafter in accordance with the provisions of the by-laws of the consolidated corporation.

Section 6 of the bill states that the consolidation shall not be completed:

(a) unless at meetings called for the purpose, each of said existing corporations shall have accepted this act; and

(b) unless after the acceptance said existing corporations shall have called and held an organization meeting of the consolidated corporation composed of persons designated by said existing corporations, for the purpose of adopting by-laws for the consolidated corporation and of electing officers, a board of directors and such committees as said by-laws may require.

Section 7 of the bill states that the consolidation shall be complete and effective upon the filing with the secretary of the commonwealth of a certificate signed by the clerks of said existing corporations who shall make affidavit setting forth detailed compli-

ance with the provisions of section six and stating the names and addresses of the officers and directors elected at said organization meeting. Said certificate shall be filed not later than thirty days after the date of said organization meeting.

Section 8 states that any questions arising as to the powers, rights, privileges and responsibilities of the consolidated corporation with respect to its property and with respect to the property of the existing corporations, including all bequests, devises, gifts and transfers of any kind heretofore and hereafter made to or for the benefit of either of them, and also any other questions arising as to the legal effect of this act or any of the provisions thereof, may, notwithstanding any general or special law to the contrary, be initially and finally determined by the supreme judicial court upon the application of any person interested or of the attorney general.

Special legislation is required to effect the desired result.

Whether or not this should be allowed is a matter of policy within your exclusive jurisdiction, and this office expresses no opinion on the merits of the bill. No fee is required to be paid by a corporation of this type under the provisions of chapter 3, section 7.

Respectfully submitted,

JOHN F. X. DAVOREN,

Secretary of the Commonwealth.

By Messrs. Quinn of Boston and Curtiss of Sheffield, petition of Isabelle M. Wells and another for legislation to authorize the consolidation of Massachusetts Baptist Convention and the Boston Baptist Bethel City Mission Society. Commerce and Labor.

The Commonwealth of Massachusetts

In the Year One Thousand Nine Hundred and Sixty-Nine.

AN ACT AUTHORIZING THE CONSOLIDATION OF MASSACHUSETTS BAPTIST CONVENTION AND BOSTON BAPTIST BETHEL CITY MISSION SOCIETY.

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. The Massachusetts Baptist Convention and the
2 Boston Baptist Bethel City Mission Society, religious corpo-
3 rations existing under the laws of the commonwealth are
4 hereby authorized to consolidate and shall thereafter become
5 and be one corporation under the name of The American
6 Baptist Churches of Massachusetts, hereinafter called the
7 consolidated corporation, which consolidated corporation
8 shall in all respects be a continuation of each of said existing
9 corporations.

1 SECTION 2. The consolidated corporation shall have all the
2 privileges, powers and immunities which said existing corpo-
3 rations have heretofore acquired and enjoyed under the laws
4 of the commonwealth. In addition to and not in limitation of
5 any of the powers by this act conferred the consolidated
6 corporation is empowered to and shall devote its resources to
7 and exercise its corporate powers for religious, educational
8 and charitable purposes and said corporation may solicit and
9 receive funds separately or with others to support its work.
10 The consolidated corporation may make appropriations to
11 carry on its work including appropriations to other organiza-
12 tions to enable them to assist it in carrying on its work and,

13 without limitation as to amount, it may receive, hold, man-
14 age, invest and reinvest and distribute any real and personal
15 property for any of its purposes.

1 SECTION 3. Upon such consolidation becoming effective, all
2 property of the Massachusetts Baptist Convention and the
3 Boston Baptist Bethel City Mission Society, including all
4 bequests, devises, gifts and transfers of any kind, heretofore
5 and hereafter made for the benefit of either of them, shall be
6 vested in the consolidated corporation without further act or
7 deed. The consolidated corporation shall have the same
8 powers, rights and privileges with respect to such property
9 and with respect to such bequests, devises, gifts and transfers
10 as would have been possessed by the consolidated corporation
11 had such bequests, devises, gifts and transfers been made
12 directly to it and for its purposes, so far as such powers, rights
13 and privileges can be constitutionally conferred by the Gen-
14 eral Court and without prejudice to any court proceeding,
15 and otherwise shall have with respect to such property and
16 such bequests, devises, gifts and transfers the same powers,
17 rights and privileges as would have been possessed by the
18 Massachusetts Baptist Convention and the Boston Baptist
19 Bethel City Mission Society had such consolidation not been
20 effected.

1 SECTION 4. The consolidated corporation shall be deemed
2 to have assumed and shall be liable for all liabilities and
3 obligations of the Massachusetts Baptist Convention and the
4 Boston Baptist Bethel City Mission Society.

1 SECTION 5. All members of the existing corporations shall
2 become members of the consolidated corporation on the date
3 when the consolidation becomes effective. New members may
4 be admitted to the consolidated corporation thereafter in
5 accordance with the provisions of the by-laws of the consoli-
6 dated corporation.

1 SECTION 6. The consolidation shall not be completed:
2 (a) unless at meetings called for the purpose, each of said
3 existing corporations shall have accepted this act; and

4 (b) unless after the acceptance said existing corporations
5 shall have called and held an organization meeting of the
6 consolidated corporation composed of persons designated by
7 said existing corporations, for the purpose of adopting by-
8 laws for the consolidated corporation and of electing officers,
9 a board of directors and such committees as said by-laws may
10 require.

1 SECTION 7. The consolidation shall be complete and effec-
2 tive upon the filing with the secretary of the commonwealth
3 of a certificate signed by the clerks of said existing corpora-
4 tions who shall make affidavit setting forth detailed compli-
5 ance with the provisions of section six and stating the names
6 and addresses of the officers and directors elected at said
7 organization meeting. Said certificate shall be filed not later
8 than thirty days after the date of said organization meeting.

1 SECTION 8. Any questions arising as to the powers, rights,
2 privileges and responsibilities of the consolidated corporation
3 with respect to its property and with respect to the property
4 of the existing corporations, including all bequests, devises,
5 gifts and transfers of any kind heretofore and hereafter made
6 to or for the benefit of either of them, and also any other
7 questions arising as to the legal effect of this act or any of the
8 provisions thereof, may, notwithstanding any general or
9 special law to the contrary, be initially and finally determined
10 by the supreme judicial court upon the application of any
11 person interested or of the attorney general.

The first part of the report deals with the general situation of the country and the progress of the war. It is followed by a detailed account of the military operations in the West and the East. The report concludes with a summary of the achievements of the army and a forecast for the future.

The second part of the report is devoted to the financial and economic situation of the country. It discusses the measures taken to increase production and to conserve resources. It also deals with the problem of inflation and the need for a sound monetary policy.

The third part of the report is concerned with the social and cultural life of the country. It describes the progress of the social reforms and the development of the educational system. It also mentions the activities of the cultural organizations and the role of the press.

The fourth part of the report is a summary of the main points discussed in the previous sections. It emphasizes the importance of the work done so far and the need for continued effort and sacrifice.

The fifth part of the report is a list of the names of the members of the committee and the names of the persons who have assisted them in their work. It also mentions the names of the persons who have contributed to the publication of the report.

The sixth part of the report is a list of the names of the persons who have been mentioned in the report. It is followed by a list of the names of the persons who have been mentioned in the report.