

C H A P.
XXVI.

10th. The president and five directors shall constitute a board for the transaction of business; but ordinary discounts may be done by the president and three directors.

11th. In case of sickness or necessary absence of the president, his place may be supplied by a director, to be appointed president *pro tempore* by the president, or in case of his incapability to make the appointment, by the directors for the time being.

12th. In case of the death, disqualification, resignation, or removal out of Washington county, of the president, the directors shall meet as soon as can be thereafter, and elect another person for president for the residue of the year.

13th. No director shall be entitled to receive any emolument for his services as director, unless the same shall have been allowed at a general meeting of the stockholders.

14th. The president and directors may call a general meeting of the stockholders for any purpose relative to the institution, giving at least six weeks notice in the two news-papers published in Elizabeth-town, and in one news-paper published in the city of Baltimore, specifying in such notice the object or objects of such meeting; and any number of stockholders, not less than thirty, who together shall be proprietors of not less than five hundred shares, may at any time apply to the president and directors to call a general meeting of the stockholders for any purpose relative to the institution, and if the president and directors shall refuse to call such meeting, the said number of stockholders, proprietors of not less than the aforesaid number of shares, shall have power to call a general meeting of the stockholders, giving at least sixty days notice in the news-papers printed at Elizabeth-town, and in one news-paper printed in the city of Baltimore, and specifying in such notice the object or objects of such meeting.

15th. The dividend of the profits of the said corporation, or so much of the said profits as shall be deemed expedient and proper, shall be declared half yearly in the months of May and November, (and payable in the months of June and December in every year,) as shall from time to time be determined by a majority of the directors, at a meeting to be held for that purpose, and shall in no case exceed the neat profits actually acquired by the corporation, so that the capital stock of the corporation shall never be impaired by dividends, and at the expiration of every three years a dividend of surplus profits shall be made, but the directors shall then be at liberty to retain at least one *per cent.* for the time being as a fund for future contingencies. It shall be the duty of the president to cause a correct statement of all surplus profits remaining in the bank, not divided among the stockholders antecedent to each annual election, to be made out and kept in the bank for the inspection of stockholders, between the time of such dividends being declared and each annual election.

16th. If the directors shall, wilfully and knowingly, make or declare any dividend which shall impair the capital stock, all the directors present at the making or declaring such dividend, and consenting thereto, shall be liable, in their individual capacities, to the corporation, for the amount or proportion of the said capital stock so divided by the directors, and each director who shall be present at the making or declaring such dividend, shall be deemed to have consented thereto, unless he shall immediately enter his dissent, in writing, on the minutes of the proceedings of the board.

17th. The shares of stock shall be transferrable on the books of the bank only in person or by power of attorney, but all debts actually due and payable by a stockholder requiring a transfer, must be satisfied before such transfer shall be made, unless the president and directors shall direct otherwise.

18th. The lands, tenements and hereditaments, which it shall be lawful for the corporation to hold, shall be only such as shall be requisite for their immediate accommodation in relation to the convenient transaction of their business, and such as shall have been *bona fide* mortgaged or conveyed to them by way of security, or in satisfaction of debts contracted in the course of their dealings, or purchased at sales upon judgments which shall have been obtained for such debts; and the total amount of the debts which the said corporation shall at any time owe, whether by bond, bill, note or contract, shall not exceed double the amount of the capital stock actually paid into the bank; provided, that the money deposited in the said bank for safe keeping shall not be considered as the debts of the bank within the provision of this clause, unless the contracting of any greater debt shall have been previously authorised by a law of this state.

19th. All bills and notes which may be issued by order of the said corporation, signed by the president, and countersigned by the cashier thereof, promising the payment of money to any person or persons, his, her or their order, or to bearer, though not under seal of the said corporation, shall be binding and obligatory upon the same in like manner, and with the like force and effect, as upon any private person or persons, if issued by him or them in his or their private capacity or capacities, and shall be assignable and negotiable in like manner as if they were so issued by such private person or persons; that is to say, those which shall be payable to any person or persons, his, her or their order, shall be assignable by endorsement, in like manner, and with like effect, as foreign bills of exchange now are, and those which are payable to bearer, shall be negotiable or assignable by delivery only.

