

the said bank, over and above the monies actually deposited in the bank for safe keeping, then, in case of such excess, the directors, under whose administration it shall happen, shall be liable for such excess in their natural and private capacities: and an action or actions of debt may be brought against them or any of their heirs, executors or administrators, in any court of record within the district of Columbia, by any creditor or creditors, of said company, and may be prosecuted to judgment and execution, any condition or covenant, or agreement, to the contrary notwithstanding; but this shall not be construed to exempt the said body politic, or lands, tenements, goods or chattels of the same, from being also liable for, and chargeable with said excess: *Provided*, that such of the said directors, who may have been absent when said excess was contracted, or created, or who may have dissented from the resolution or act, whereby the same was so contracted or created, may respectively exonerate themselves from being so liable, by forthwith giving notice of the fact, and of their absence or dissent, to the mayor of the town of Alexandria, for the time being, and to the stockholders, at a general meeting which he or they shall have power to call for that purpose. And in case the directors, by whose act such excess shall be occasioned, shall not have property to pay the amount of such excess, then each and every stockholder, shall be liable in their private capacities for the deficiencies, in proportion to their respective shares in the said bank.

Directors who are absent, not to be liable, if they give notice to the stockholders.

Notes for a smaller sum than five dollars not to be issued.

Affairs of the bank to be annually laid before Secretary of Treasury.

Directors not entitled to any emolument, but by a decision of the board.

None but citizens of the U. States and inhabitants of Alexandria or Fairfax counties eligible.

General meetings may be called by the stockholders.

SEC. 11. *And be it further enacted*, That the said president and directors shall not issue any note for a smaller sum than five dollars; and the said president and directors shall, once in every year, cause to be laid before the Secretary of the Treasury of the United States an account, truly stating the situation of the bank and its funds.

SEC. 12. *And be it further enacted*, That no director shall be entitled to any emolument, unless the same shall have been allowed by a majority of the stockholders, at a general meeting, but the directors shall make such compensation to the president for his extraordinary services and attendance at the bank, as shall appear to them reasonable.

SEC. 13. *And be it further enacted*, That none but a stockholder, being a citizen of the United States, and a resident of the county of Alexandria, or county of Fairfax aforesaid, shall be eligible as a president or director.

SEC. 14. *And be it further enacted*, That a number of stockholders, not less than twenty, who together shall be proprietors of one thousand shares or upwards, shall have power at any time to call a general meeting of the stockholders, for purposes relative to the institution, giving at least six weeks' notice in one or more newspapers, printed in the town of Alexandria, and specifying in such notice the object or objects of such meeting.

SEC. 15. *And be it further enacted*, That this act shall, to all intents and purposes, be deemed and held a public act.

APPROVED, February 16, 1811.

STATUTE III.

Feb. 18, 1811.

Bank incorporated.

CHAP. XIX.—*An Act to incorporate the Union Bank of Georgetown.*

*Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled*, That from and after the fourth day of March, which will be in the year of our Lord, one thousand eight hundred and eleven, all those persons, their legal representatives or assigns, who, on the first Monday of November, in the year of our Lord one thousand eight hundred and nine, in Georgetown, district of Columbia, subscribed certain articles of association, and formed a company or limited partnership, under the name and style of the "President and Directors of the Union Bank of Georgetown," and who, on the said fourth day of March, in the year eighteen hundred and eleven, shall hold

any share of the joint stock or funds created in pursuance of the said articles of association, and their successors, being stockholders as aforesaid, shall be and they are hereby incorporated, and made a body corporate and politic, by the name and style of the "President and Directors of the Union Bank of Georgetown," and by that name may sue and be sued, implead and be impleaded, answer and be answered, defend and be defended, in courts of record and any other place whatsoever; and by that name may have and hold, purchase, receive, possess, enjoy and retain lands, rents, tenements, hereditaments, goods, chattels and effects, of what nature, kind or quality soever, and the same sell, grant, demise, alien and dispose of. And by that name, shall have during the continuance of this act succession; and may make, have and use a common seal, and the same may break, alter and renew at pleasure; and shall have power to ordain, establish and put in execution, such by-laws, ordinances and regulations as shall seem necessary and convenient for the government of said corporation, not being contrary to law nor to the constitution thereof: and generally to do and execute all acts necessary or proper for the objects of said incorporation, subject to the rules, regulations, restrictions, limitations and provisions herein described and declared.

SEC. 2. *And be it further enacted*, That the capital stock of the said bank shall consist of five hundred thousand dollars, money of the United States, to be divided into shares of fifty dollars each; of which fifteen dollars on each share has been paid, according to the articles of association aforesaid; and it shall be optional with any stockholder hereafter to pay up the further sum of thirty-five dollars: *Provided*, that not more than fifty thousand dollars be paid in any one year, unless the president and directors, by a rule or order, should authorize or permit a greater sum to be paid; the dividend or dividends on such sums of money so paid, shall not commence until the first day of the month next ensuing such payment.

Capital of the bank.

SEC. 3. *And be it further enacted*, That the said bank shall transact its business in Georgetown.

SEC. 4. *And be it further enacted*, That the affairs of the said bank shall be conducted by twelve directors and a president, whose place, if chosen from among their number, shall be supplied by that body. Six of the directors, with the president, shall form a board or quorum for transacting all the business of the company, but the ordinary discounts may be done by the president and three directors. In case of his sickness or necessary absence, his place may be supplied by any director, whom he, by writing under his hand, may nominate for that purpose, or in case of his not making such nomination, the board may appoint a president to act during his absence. The president and directors who may be in office under the said articles of association on the said fourth day of March, eighteen hundred and eleven, shall continue in office under and by virtue of this act of incorporation, until others shall be duly chosen in their stead. No person shall be a director or president, who is not a citizen of the United States, and a stockholder; and a director ceasing to be a stockholder, shall cease to be a director; and no person, a director of another bank, shall be a director of this bank. Every stockholder being a citizen of the United States, shall be entitled to vote at all elections to be holden by the stockholders in pursuance of this act, and shall have as many votes, in proportion to the stock he may hold, as follows: for every share as far as twenty, one vote for each share, and one vote for every two shares thereafter as far as forty; and for every five shares above forty, one vote; but no person or persons, bodies corporate or otherwise, shall be entitled to more than one hundred and fifty votes; no stockholder shall be permitted to vote, who has not held his stock two calendar months, prior to the day of election. All stockholders living in Georgetown, shall vote in the choice of directors by ballot in

Bank to be kept in Georgetown.

Affairs of the bank to be conducted by twelve directors and a president, &c.

person : but every stockholder living out of said town may vote in person or by a written ballot by him or her subscribed with his or her name, and duly acknowledged before a judge of a court, a justice of the peace, or a notary public ; a certificate whereof shall be made on said ballot by the judge, justice of the peace, or notary public, before whom such acknowledgment shall be made ; and said ballot shall by him be sealed up, and addressed to the cashier of the bank, and being transmitted before the time of the election, shall be received and counted in the election. No person who is not a citizen of the United States shall be entitled to vote in any election of this corporation : *Provided nevertheless*, that this section may at any time hereafter be altered or amended by Congress, in such a manner as they may see fit, so as to provide for an annual rotation of the directors.

No person not a citizen of the U. States to vote.  
Proviso.

General meetings for choosing directors, &c. &c.

SEC. 5. *And be it further enacted*, That a general meeting of the stockholders of the said bank shall be holden on the first Monday of April, in the year eighteen hundred and eleven, and on the first Monday of April, in every year thereafter, at such place as the president and directors shall appoint, by giving four weeks' notice in two or more of the newspapers of the district, for the purpose of electing directors for the ensuing year, who shall meet on the day succeeding their election, and shall immediately proceed to choose a president ; and the president and directors for the time being, shall continue in office until others shall be duly elected in their places, and be organized by the assembling of a quorum, and the choice of a president. At all elections the persons having the greatest number of votes shall be deemed to be chosen. All elections shall be held under the superintendence of the president of the bank, for the time being, and four stockholders not being at the time directors, appointed by the board of directors, any three of whom shall be judges thereof. They shall immediately thereafter notify the persons elected to meet the ensuing day at the bank, and shall make a return of the persons elected, at their first meeting. Should two or more persons have an equal number of votes, the other individuals elected directors, shall determine by ballot from among said persons, who shall be the director or directors. All elections shall be opened at ten o'clock in the forenoon, and closed at three in the afternoon.

Powers of the directors.

SEC. 6. *And be it further enacted*, That the president and directors shall have full power to make, revise, alter and annul all such rules, orders, by-laws and regulations, for the government of said corporation, and that of its officers, servants and affairs, as they shall from time to time think expedient ; and to use, employ and dispose of the capital stock, funds and property of said bank, for the interest and benefit of the stockholders, subject only to the restrictions herein contained ; but the said bank shall not take for discounting any bill or note, more than at the rate of six per cent. per annum, upon the amount due by such bill or note.

Promissory notes, &c. &c. to be signed by the president, &c. &c.

SEC. 7. *And be it further enacted*, That all promissory notes, bills of exchange, drafts, checks and receipts, for the payment of money made on behalf of the said bank, signed by the president and countersigned and attested by the cashier, shall be obligatory upon the said body corporate, and shall possess the like qualities as to negotiability, and the holders thereof shall have the like actions thereupon, as if such promissory notes, bills of exchange, drafts, checks or receipts had been made by or on behalf of a natural person.

Books, &c. &c. subject to inspection of directors.

Annual statement to be made to Secretary of Treasury.

SEC. 8. *And be it further enacted*, That the books, papers, correspondence and funds of the bank shall at all times be subject to the inspection of the directors. And the said president and directors shall once in every year cause to be laid before the Secretary of the Treasury of the United States an account, truly stating the situation of the bank and its funds.

SEC. 9. *And be it further enacted*, That the said president and directors shall have power to appoint a cashier, and all other officers and servants, for executing the business of said bank, and to establish the compensation to be made to the president and all other officers and servants of the said bank, respectively; but no compensation shall be given to a director for his services, except by a vote of the stockholders in general meeting.

Officers, &c.  
&c. how appointed.

SEC. 10. *And be it further enacted*, That the president and directors shall have power to call a general meeting of the stockholders, for purposes concerning the interests of the bank, giving at least six weeks' notice, in one or more of the newspapers of the district, specifying in such notice the object or objects of such meeting.

General meetings of the stockholders.

SEC. 11. *And be it further enacted*, That the shares of the capital stock, at any time owned by any individual stockholder, shall be transferable only on the books of the bank according to such rules, as may, conformably to law, be established in that behalf, by the president and directors; but all debts actually due and payable to the bank (days of grace for payment being passed) by a stockholder, requesting a transfer, must be satisfied, before such transfer shall be made, unless the president and directors shall direct to the contrary.

Transfer of shares.

SEC. 12. *And be it further enacted*, That the dividends of the profits of the company, or so much of said profits as shall be deemed expedient and proper, shall be declared half yearly, in the first week in April and October, in each year; the amount of said dividend shall from time to time be determined by the president and directors, and shall in no case exceed the amount of the net profits actually acquired by the company, so that the capital stock of the said company shall never be impaired by dividends.

Dividends to be declared semi-annually.

SEC. 13. *And be it further enacted*, That if the said directors shall at any time, wilfully and knowingly make or declare any dividend which shall impair the said capital stock, all the directors present at the making or declaring of said dividend, and consenting thereto, shall be liable in their individual capacities to the company, for the amount or proportion of said capital stock so divided by the said directors; and each director who shall be present at the making or declaring of such dividend, shall be deemed to have consented thereto, unless he shall immediately enter in writing, his dissent on the minutes of the proceedings of the board, and give notice thereof to the Secretary of the Treasury of the United States.

Capital not to be impaired thereby.

Directors who are present at the making of dividends liable.

SEC. 14. *And be it further enacted*, That the bank shall, in no case, be owners of any ships or vessels, or directly or indirectly, be concerned in trade, or the importation or exportation, purchase or sale of any goods, wares or merchandise whatever, except bills of exchange, bullion, stock of the United States, or of incorporated institutions, and such ships, vessels, goods, wares or merchandise, as shall be truly pledged to them by way of security for debts due, owing or growing due to the said bank, or purchased by it to secure such debts.

Bank not to be engaged in ships, &c.

SEC. 15. *And be it further enacted*, That the bank shall not purchase or hold any lands, tenements or other real estates, other than what may be necessary for the convenient transaction of its business, unless such lands, tenements and real estates, shall have been bona fide mortgaged to the bank by way of security or conveyed to it in satisfaction of debts previously contracted in the course of dealings, or purchased to secure debts contracted with or due to the bank; and in every instance in which the bank may become the owners or claimants of lands, tenements or real estates, the president and directors are empowered to sell or dispose of the same, in such a manner as they may deem beneficial for the said bank.

Nor in the purchase of lands, &c. &c.

SEC. 16. *And be it further enacted*, That if any vacancy shall at any

Vacancies,  
how to be filled.

time happen among the directors by death, resignation or otherwise, the rest of the directors for the time being, shall elect a director to fill the vacancy.

Extra general  
meetings may  
be called.

SEC. 17. *And be it further enacted*, That if any number of stockholders not less than twenty, who shall be proprietors of not less than four thousand shares, may for any purpose relative to the institution, at any time apply to the president and directors, to call a general meeting of the stockholders, and if by them refused, the said number of stockholders, proprietors of not less than the number of shares aforesaid, shall have power to call a general meeting of the stockholders, giving at least sixty days' notice in two or more of the public newspapers in the district, specifying in such notice the object or objects of such call.

Limitation of  
discounts.

SEC. 18. *And be it further enacted*, That the said bank shall not at any time discount or loan a greater sum than double the amount of the capital stock, which shall be actually paid in.

Not to dis-  
count beyond  
twice the  
amount of its  
capital.

SEC. 19. *And be it further enacted*, That the total amount of the debts which the said corporation shall at any time owe, whether by bond, bill, note or other contract, shall not exceed twice the amount of their capital stock actually paid, over and above the monies then actually deposited in the bank for safe keeping. In case of excess, the directors, under whose administration it shall happen, shall be liable for the same in their natural and private capacities; and an action of debt, may in such case be brought against them or any of them, their or any of their heirs, executors or administrators, in any court proper to try the same, by any creditor or creditors of said corporation, and may be prosecuted to judgment and execution, any condition, covenant or agreement to the contrary notwithstanding. But this shall not be construed to exempt said corporation, or the lands, tenements, goods or chattels of the same from being also liable for, and chargeable with said excess. Such of said directors who may have been absent when said excess was contracted or created, or who may have dissented from the resolution or act whereby the same was so contracted or created, may respectively exonerate themselves from being so liable, by forthwith giving notice of the fact, and of their absence or dissent, to the Secretary of the Treasury of the United States, and to the stockholders at a general meeting, which they shall have power to call for that purpose; and the body corporate hereby created, and the capital stock thereof, shall be liable for all the debts and engagements contracted, or which before or on the said fourth day of March, in the year eighteen hundred and eleven, shall be contracted by the company, or co-partnership heretofore created by the articles of association herein before mentioned, and which carried on the banking business under the name and style of "The President and Directors of the Union Bank of Georgetown;" and the creditors of the said co-partnership, shall have the like remedy by action, against the said body corporate, as they had or have, or may or can have against the said co-partnership.

Omissions to  
make elections  
provided for.

SEC. 20. *And be it further enacted*, That in case it should at any time happen, that an election of directors should not be made, on any day when, pursuant to this act, it ought to have been made, the said corporation shall not for that cause be deemed to be dissolved; but it shall be lawful on any other day to hold and make an election of directors, at a meeting to be called in such manner as shall be prescribed by the laws and ordinances of the said corporation.

This to be  
considered as a  
public act.

SEC. 21. *And be it further enacted*, That this act shall to all intents and purposes, be deemed and held a public act, and be and continue in force for the term of ten years, from and after the fourth day of March, which will be in the year of our Lord, one thousand eight hundred and eleven, and no longer.

APPROVED, February 18, 1811.