ON THIS DAY IN WEST VIRGINIA HISTORY
December 19

On December 19, 1899, voters in Webster County approved an appropriation to aid in the construction of a railroad from Palmer Junction in Braxton County to Addison, present-day Webster Springs.

CSO: SS.8.8, SS.8.9, SS.8.23, ELA.8.1

Investigate the Document: (Secretary of State's Office, Railroad by-laws, 1882-1920, Ar1674, Folder 2)
1. How often will the stockholders meet, where will it take place, and at what time?
2. How is a special meeting of the stockholders called?
3. Does the document state if it is possible to change the laws, rules, or regulations of the company?
4. How often will the Board of Directors meet?

Think Critically: This document contains the bylaws for the Holly River and Addison Railway Company. What do you think is the purpose of this document and what are bylaws? Do you think these are important to a company?
BY LAWS

HOLLY RIVER AND ADDISON RAILWAY COMPANY

Article I.

Stockholders.

Section 1.- The Stockholders shall meet annually, at the office of the company, in the town of Grafton, in the State of West Virginia, on the second Tuesday in November in each year, at two o'clock, P.M., at the office of the company in said town; such meeting shall be published in some newspaper of general circulation published at the town of Grafton, in the county of Taylor, state of West Virginia, once a week for four successive weeks next before the day of meeting. The Stockholders of said company, or such of them as are the owners of a majority of the shares of its capital stock shall meet at the time and place mentioned in said notice, and elect a Board of Directors, consisting of such a number as they may see fit, who shall hold their offices for one year, or until their successors are elected, and may do and perform all other business necessary and proper to be done at a Stockholder's meeting.

Section 2.- A special meeting of the Stockholders to be held at the office of the company, may be called at any time between the annual meetings, by a majority of the Directors, or by the Stockholders owning not less than one-fourth of the Stock; by giving thirty days public notice of the
time and place of said meeting in some newspaper of general circulation, published in the county of Taylor. If at any such meeting so called, a majority in value of the stock, equal to two-thirds of the stock of the company, shall not be represented in person, or by proxy, such meeting shall be adjourned from day to day, not exceeding ten days, without transacting any business, and if within the ten days, two-thirds in value of the stock shall not be represented there, the meeting shall be adjourned, and a new call may be given as herein provided.

Section IV. In all elections for Directors, every Stockholder shall have the right to vote in person or by proxy, for the number of shares owned by him, for as many persons as are Directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares of stock shall equal, or to distribute them on the same principle among as many candidates as he shall see fit. Such Directors shall not be elected in any other manner, and on any other question to be determined at a meeting of the Stockholders if a vote of Stock be demanded upon such question by any Stockholder, every Stockholder, may in person, or by proxy...
give the following vote on whatever Stock he may hold in
the same right, that is to say, one vote for every share
Regular meetings of the Board of Directors shall be held
once every three months, or upon call in writing of the

Section V.- At the first meeting of the Stockholders for organization
and at each annual meeting thereafter, a Board of Directors,
composed of not less than five persons, who shall be
Stockholders of this company, and who may be residents of
A meeting of the Directors, all the Directors being vote
any State of the United States, shall be elected, who shall
not, shall be a legal meeting although no call or notice
hold the offices as provided in Section 1 of these by
laws.

Section IV.- The Board of Directors shall have power to do or cause
Section VI.- If it should happen at any time, that an election of Direc
to be done, all things that are to be done by the assessor,
tors shall not be made on the day of the first annual
meeting as provided for in Section 3 of this Article, a
special meeting of the Stockholders of the company shall
be called by the Board of Directors, as provided for in
Section 4 of this Article.

Section VII.- At any special meeting by a two-thirds vote in value of
bonds of all Directors except the President, and they shall
all the Stock, the Stockholders may remove any one or all
by power of attorney, appoint some person resident in the
do not, shall be a legal meeting although no call or notice
hold the offices as provided in Section 1 of these by
laws.

Section VIII.- The compensation of the President and the Board of Di-
rectors shall be fixed at the annual meeting of such
Stockholders.

Section II.- It shall require a majority of the Directors to elect
or appoint any officer Article II. is compensation.

Directors.

Section I.- No member of the Board of Directors shall vote upon any
Section I.- The Directors shall meet immediately after the adjourn-
Section II. Regular meetings of the Board of Directors shall be held once every three months, or upon call in writing of the President, at such time and place, as shall be stated in such call, which time shall not be less than ten days after the call has been made.

Section III. A meeting of the Directors, all the Directors being present, shall be a legal meeting although no call or notice has been given.

Section IV. The Board of Directors shall have power to do, or cause the affairs of the company, when requested by a majority of the Stockholders, to be done, all things that are to be done by the company.

Section V. The Board of Directors shall meet and organize, as soon as practicable after election; they shall elect a President, Vice-President, Secretary, Treasurer and General Manager, and shall appoint such other officers as they may deem necessary, and shall fix the compensation and bonds of all officers except the President, and they shall by power of attorney, appoint some person resident in the county of Taylor, to accept service on behalf of the company of any process or notice; which power of attorney shall be filed in the office of the Clerk of the County Court of Taylor County.

Section VI. It shall require a majority of the Directors to elect or appoint any officer and fix his compensation.

Section VII. No member of the Board of Directors shall vote upon any
question in which he is interested, otherwise than as a
Stockholder, or be present at the Board while the same is
being considered; but if his absence from the Board at
such meeting reduce the number below a quorum, the ques-
tion may be decided by those remaining at such meeting.

Section VIII. - Vacancies occurring in the Board otherwise than provided
in Section 7, Article 1, may be filled by the remaining
Directors.

Section IX. - At such annual meeting of the Stockholders, the Directors
shall exhibit a full distinct and accurate statement of
the affairs of the company, when requested by a majority
of the Stockholders.

Section VII. - Any officer may at any time be removed by a majority
vote of the Board of Directors.

Article III.

Section I. - The President of this corporation, who shall also be a
member of the Board of Directors, shall preside over the
meetings of the Stockholders, and Board of Directors, and
shall transact generally the business of the company, and
shall be a member of all standing committees.

Section II. - The Vice President shall preside at all meetings of the
Stockholders or Board of Directors in the absence or im-
ability of the President to act, the Vice President shall
perform all the duties and exercise all the powers of
the President.

Section III. - The Treasurer shall have the custody of all monies belong-
ing to the company and give such bond as the Directors

Section IV. -
shall from time to time require. shall be served by written assign-
ment after due notice to the Secretary of this company.

Section IV.—The Secretary shall keep and preserve the records, books,
and papers of the company, and shall keep a correct record
of the transactions of the Stockholders, and shall per-
form such other duties as the Board may from time to
time direct.

Section V.—The other officers shall perform such duties as the By
the Board of Directors may direct.

Section VI.—All officers shall hold their offices until their suc-
cessors are regularly appointed and qualified.

Section VII.—Any officer may at any time be removed by a majority
vote of the Board of Directors.

Section VIII.—In addition to the foregoing officers, the Board of Direc-
tors may authorize an Executive Committee, of not less
than three persons, of which committee the President shall
be, ex-officio chairman, which shall have general execu-
tive charge of the affairs of the company, under the
direction of said Board, and shall have such other and
general power as may be authorized by the said Board
of Directors.

Article IV.

Section I.—All Stockholders may at all reasonable times have ac-
cess to and examine all the books, papers and records of
the company.

Section II.—The interest of any Stockholder, as evidenced by his cer-
Certificate of Stock, may be transferred by written assignment, upon the undersigned, President and Secretary of the Holly River and Addison Railway Company, by certificate that the foregoing are full, true, and complete copies of the By-laws, and any amendment thereto, of said above-named corporation, made from the

**Article V.** Said Company.

**Section 1.** Absent Stockholders may vote by proxy, but no proxy shall be voted unless executed in writing five days before the meeting of the said company by virtue of the authority vested in him, one day before it is proposed to be used.

**Article I, Section 5, Amended.**

At a regular annual meeting of the Stockholders of the Holly River and Addison Railway Company, held at the Office of said Company in the town of Grafton, County of Taylor and State of West Virginia, on the 12th day of November, 1901: "On motion of John T. McGraw, Article I, Section 5 of the By-Laws of the Company are amended so as to increase the number of the Directors from five to seven."
We, the undersigned, President and Secretary of the Holly River and Addison Railway Company, do certify that the foregoing are full, true and complete copies of the By-Laws, and only amendment thereto, of said above named corporation, made from the records of said Company.

In witness whereof, the said Holly River and Addison Railway Company has caused to be hereunto affixed its corporate seal; and the President of the said company by virtue of the authority vested in him, has hereunto affixed his signature; and the Secretary of the said Company has duly attested the execution hereof on this 24th day of December, 1901.

HOLLY RIVER & ADDISON RAILWAY COMPANY

By ____________________________
President.

By ____________________________
President.

Attest:

____________________________
Secretary.

State of West Virginia, County of Taylor, to-wit:
I, G.H.A. Kunst, a notary of the said County of Taylor, do certify that John T. McGraw and F.H. Mayne, personally appeared before me, in my said County, and being by me duly sworn, did depose and say that said John T. McGraw is the President, and that said F.H. Mayne is the Secretary of the Corporation described in the writing above, bearing date the 24th. day of December, 1901, authorized by said Corporation to execute and acknowledge deeds and other writings, of said Corporation, and that the seal,
affixed to said writing, is the corporate seal of said corporation, and
that said writing was signed and sealed by them in behalf of said
Corporation, by its authority duly given. And the said John T. McGraw, and
the said F.H. Mayne, acknowledged the said writing to be the act and
deed of said Corporation.

Given under my hand and notarial seal this 24th day of December, 1901.

[Signature]

Notary Public.