

CHAPTER CLVIII.

[H. B. No. 322.]

INCORPORATION OF SOCIAL, CHARITABLE AND EDUCATIONAL ASSOCIATIONS.

AN ACT to provide for the incorporation of associations for social, charitable and educational purposes.

Be it enacted by the Legislature of the State of Washington:

SECTION 1. Two or more persons within this state who associate themselves together by an agreement in writing, as hereinafter described, with the intention of forming a corporation for any of the purposes hereinafter specified, upon complying with the provisions of sections 4, 5 and 6 of this act, shall be and remain a corporation.

Associations,
objects of.

SEC. 2. Such association may be formed for any educational, charitable, benevolent or religious purposes; for the prosecution of any antiquarian, historical, literary, scientific, medical, artistic, monumental or musical purpose; for supporting any missionary enterprise having for its object the dissemination of religious or educational instruction; for promoting temperance or morality in this state; or other charitable or social bodies of a like character and purpose; for the establishment and maintenance of social clubs, and of places for reading rooms, libraries or social meetings.

Agreement to
state, what.

SEC. 3. The agreement shall state that the subscribers thereto associate themselves with the intention of forming a corporation, the name of the corporation, the purposes for which it is formed, the town or city — which shall be in this state — in which it is located, and if it has a capital stock, the amount thereof, and the number and par value of its shares. The name shall be one not previously in use by any existing corporation, and shall be changed only as hereinafter provided.

Subscribers,
first meet-
ing of.

SEC. 4. The first meeting of the subscribers to such agreement shall be called by a notice signed by one or more thereof, stating the time, place and purpose of the meeting; a copy of which notice shall, seven days at least before the day appointed for the meeting, be given to each

subscriber, or left at his usual place of business or place of residence, or deposited in the postoffice, postpaid, and addressed to him at his usual place of business or of residence. And whoever gives such notices shall make affidavit of his doings, which shall be recorded in the records of the corporation.

SEC. 5. At such first meeting, including any necessary or reasonable adjournment, an organization shall be effected by the choice by ballot of a temporary secretary, and by the adoption of by-laws, and the election of a president, secretary, treasurer and a board of trustees, not less than three nor more than fifteen in number, and such other officers as may be provided for by the by-laws. But at such first meeting no person shall be eligible as an officer or trustee who has not subscribed to the agreement of association. The temporary secretary shall make and attest a record of the proceedings until the secretary has been chosen.

Temporary secretary, duties of.

SEC. 6. The president, secretary and a majority of the trustees shall forthwith make, sign and swear to a certificate setting forth a true copy of the agreement of association, with the names of the subscribers thereto, the date of the first meeting and the successive adjournments thereof, if any, and shall file such certificate in the office of the county auditor of the county wherein the organization is effected and in the office of the secretary of state, who, upon payment of a fee of five dollars, shall cause the same to be recorded in a book to be kept for that purpose, and shall thereupon issue a certificate in the following form:

Certificate to contain, what; and where filed.

Filing fee.

STATE OF WASHINGTON.

Be it known that, whereas, (here the names of the subscribers to the agreement of association shall be inserted) have associated themselves with the intention of forming a corporation under the name of (here the name of the corporation shall be inserted), for the purpose (here the purpose declared in the agreement of association shall be inserted), with a capital of (here the amount of the capital stock shall be inserted, or if there is no capital stock this clause shall be omitted), and have complied with the

Agreement, form of.

Secretary of
state to issue
certificate.

provisions of the laws of this state in such case made and provided, as appears from the certificate of the president, secretary and a majority of the trustees of said corporation, recorded in this office; now, therefore, I (here the name of the secretary shall be inserted), secretary of the State of Washington, do hereby certify that said (here the names of the subscribers to agreement of association shall be inserted), their associates and successors, are legally organized and established as and are hereby made an existing corporation, under the name of (here the name of the corporation shall be inserted), with the powers, rights and privileges and subject to the limitations, duties and restrictions which by law appertain thereto.

Witness my official signature subscribed and the seal of the State of Washington hereunto affixed, this day of, in the year (In these blanks the day, month and year of execution of the certificate shall be inserted.)

Certificate
filed with
county
auditor.

The secretary shall sign the same and cause the seal of the state to be thereto affixed, and such certificate shall be conclusive evidence of the existence of such corporation. He shall also cause a record of such certificate to be made, and such corporation shall forthwith cause a certified copy of such record to be filed in the office of the auditor of the county wherein such corporation is located.

By-laws to
contain, what.

SEC. 7. The corporation may prescribe by its laws the manner in which, and the officers and agents by whom the purposes of its incorporation may be carried out. The corporation may hold real and personal estate, and may hire, purchase or erect suitable buildings for its accommodation, to be devoted to the purposes set forth in its agreement of association, and may receive and hold in trust, or otherwise, funds received by gift or bequest, to be devoted by it to such purposes. And for the purposes of the corporation shall have power to issue its promissory notes, bonds or other obligations, to be secured by mortgages on its real estate and other property in such manner as may be provided by its by-laws.

Beneficiaries.

SEC. 8. The corporation organized for any purpose mentioned in section two may, for the purpose of assisting

widows, orphans or other persons dependent upon deceased members, provide in its by-laws for the payment by each member of a fixed sum, to be held by such association until the death of a member occurs, and then to be forthwith paid to the person or persons entitled thereto; and such fund so held shall not be liable to attachment by garnishment or other process. And the associations may be formed under this act for the purpose of rendering assistance to such persons, and in the manner herein specified.

SEC. 9. Any such beneficiary corporation or society may hold at any one time as a death fund, belonging to the beneficiaries of anticipated deceased members, an amount not exceeding one assessment from a general or unlimited membership, or an amount not exceeding in the aggregate one assessment from each limited class or division of its members: *Provided*, That nothing in this section shall be held to restrict such fund to less than ten thousand dollars. Such funds, while held in trust, shall be deposited in safe banking institutions, subject to sight drafts for distribution to the beneficiaries aforesaid.

SEC. 10. The provisions of the general laws relating to life insurance companies shall not apply to such beneficiary corporations, associations and societies.

SEC. 11. Nothing contained in this act shall affect the existence of any association or corporation heretofore formed under the provisions of any law in this state for any of the purposes mentioned in section two of this act, [and] any such corporation may, at a meeting called for the purpose, vote to adopt the provisions of this act, and upon so voting and complying with the provisions of this section shall have the powers and privileges and be subject to the duties and obligations of corporations formed under this act. After so voting the corporation may file with the secretary of the state a certificate signed and sworn to by its president, secretary, and a majority of its board of trustees, setting forth a copy of its articles of incorporation and of said vote, and the date of the meeting at which the vote was adopted, and the secretary of state, upon payment of a fee of five dollars, shall cause the same to be recorded, and shall issue a certificate in the following form:

Death fund.

Exempt from operations of insurance laws.

Not retro-active.

Preëxisting societies may adopt.

STATE OF WASHINGTON.

Certificate to
contain, what.

Be it known that, whereas, (here the names of the original incorporators shall be inserted) have formally associated themselves with the intention of forming a corporation under the name of (here the name of the incorporation shall be inserted) for the purpose (here the purpose declared in the original articles of incorporation shall be inserted), under the provisions of (here the designation of the statute under the provisions of which organization was effected, shall be inserted), with a capital of (here the amount of capital stock as it stands fixed at the date of the certificate, shall be inserted; or if there is no capital stock this clause shall be omitted), and the provisions of the laws in this state in such case made and provided have been complied with, as appears from a certificate of the proper officers of said corporation, recorded [in] this office; now, therefore, I (here the name of the secretary is to be inserted), secretary of the State of Washington, do hereby certify that said (here the name of the corporation shall be inserted) is legally organized and established as an existing corporation, with the powers, rights and privileges, and subject to the limitations, duties and restrictions which by law appertain thereto.

Secretary of
state to issue
certificate.

Witness my official signature hereunto subscribed and the seal of [the] State of Washington hereunto affixed, this day of, in the year (In these blanks the day, month and year of execution of the certificate shall be inserted.)

This certificate shall be signed, sealed and recorded, and filed in the same manner, and shall have the same effect as the certificate provided in section six.

Agreement,
amendment to.

SEC. 12. Whenever it is desired to amend in any particular within the scope of this act, the provisions of the articles of agreement of any corporation organized or qualified under this act, such amendment or amendments shall be effected by the filing with the secretary of state of a certificate signed and sworn to by the president, secretary and a majority of the board of trustees, which certificate shall be authorized by a vote of at least two-thirds of the stockholders or members of the corporation at a meeting

called and held for that purpose, in the manner prescribed by the by-laws, and the secretary of state shall, upon payment of a fee of five dollars, cause such certificate to be recorded, and shall issue a certificate in the following form:

STATE OF WASHINGTON.

Be it known that, whereas, (here the name of the corporation shall be inserted) a corporation heretofore duly organized, has, in accordance with the provisions of the laws of this state in such case made and provided, amended its articles of agreement as follows: (here shall be inserted the nature of the amendment or amendments), as appears from a certificate of the proper officers of said corporation recorded in this office; now, therefore, I (here the name of the secretary is to be inserted), secretary of the State of Washington, do hereby certify that such amendment (or amendments) ha..... been duly adopted as, and now are, a part of the articles of agreement of said corporation. Certificate,
form of.

Witness my official signature hereunto subscribed and the seal of the State of Washington hereunto affixed, this day of in the year (In these blanks the day, month and year of execution of this certificate shall be inserted.)

This certificate shall be signed, sealed and recorded, and filed in the same manner and shall have the same effect as the certificate provided for in section six.

Passed the house March 12, 1895.

Passed the senate March 14, 1895.

Approved March 21, 1895