

CHAPTER 190.

[S. B. 92.]

CORPORATIONS: INCORPORATION OF MEMBERS OF FRATERNAL ORGANIZATIONS.

AN ACT to provide for the incorporation of associations composed of the members of certain fraternal organizations.

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

SECTION 1. Any ten or more residents of this state who are members of any chartered body or of different chartered bodies of any fraternal order or society who shall desire to incorporate for the purpose of owning real or personal property or both real and personal property for the purpose and for the benefit of such bodies, may make and execute articles of incorporation, which shall be executed in triplicate, and shall be subscribed by each of the persons so associating themselves together, and shall be acknowledged before some officer authorized to take the acknowledgment of deeds; *Provided*, That no lodge shall be incorporated contrary to the provisions of the laws and regulations of the order or society of which it is a constituent part. Such articles, at the election of the incorporators, may either provide for the issuing of capital stock or for incorporation as a society of corporation without shares of stock. One of such articles shall be filed in the office of the secretary of state, accompanied by a filing fee of \$5; another of such articles shall be filed and recorded in the office of the auditor of the county where the organization is located, and the third of such articles shall be preserved in the records of the corporation.

Members of chartered fraternal societies may incorporate to own realty and personalty for such bodies.

Articles of incorporation.

No incorporation if forbidden by any of the lodges.

May issue capital stock.

Filing articles.

Fee.

SEC. 2. The articles of incorporation shall set forth;

Articles to show.

1. The names of the persons so associating themselves together, their places of residence and the

Names of incorporators, etc.

name and location of the lodge, chapter, or society to which they severally belong;

Name and duration of corporation.

2. The corporate name assumed by the corporation and the duration of the same if limited;

Purpose of the association.

3. The purpose of the association, which shall be to provide, maintain and operate a building or buildings to be used for fraternal and social purposes, and for the benefit of the several bodies represented in such association;

Place of business.

4. The place where the corporation proposes to have its principal place of business;

Capital stock and par value.

5. The amount of capital stock and the par value thereof per share, if it shall be organized as a joint stock company.

Articles filed.

SEC. 3. Upon making and filing such articles of incorporation the persons subscribing the same and their successors in office and associates, by the name assumed in such articles, shall thereafter be deemed a body corporate, and may acquire and possess real and personal property and may erect and own suitable building or buildings to be used, in whole or in part, for meetings of fraternal bodies, and for all social and fraternal purposes of the several bodies represented in the membership of the corporation, and may exercise all other powers that may lawfully be exercised by other corporations organized under the general incorporation laws of Washington, including the power to borrow money, and for that purpose may issue its bonds and mortgage its property to secure the payment of such bonds.

May exercise corporate powers.

Not a joint stock company.

SEC. 4. If the corporation shall not be a joint stock company, then it may provide by its by-laws for issuing to the several bodies represented in its membership certificates of participation, which shall evidence the respective equitable interests of such bodies in the properties held by such corporation.

May issue membership participation certificates to bodies represented.

SEC. 5. Every such corporation shall have full power and authority to provide by its by-laws for the manner in which such certificates of participation of its certificates or shares of stock shall be held and represented, and may also in like manner provide, that its shares of stock shall not be transferred to, or be held or owned by any person, or by any corporation other than a chartered body of the order or society represented in its membership.

May make by-laws.

May limit ownership of stock to members.

SEC. 6. Every such corporation shall have power to provide by its by-laws for succession to its original membership and for new membership, and also for the election from its members of a board of trustees, or a board of directors, and to fix the number and term of office of such trustees or directors; *Provided*, That there shall always be upon such board of trustees or board of directors at least one representative from each of the several bodies represented in the membership of the association, and the term of office of a trustee shall not exceed three years.

Provide for succession to its original membership.

Election of trustees and directors.

One representative from each body on board.

Term of trustee limited.

SEC. 7. The management and control of the business and property of such corporation shall be fixed in said board of trustees or board of directors, as the case may be. Said trustees or directors shall elect from their own number at each annual meeting of the corporation a president, vice president, secretary and treasurer, who shall perform the duties of their respective office in accordance with the by-laws of the corporation and the rules and regulations prescribed by the board of trustees or board of directors.

Control in trustees or directors.

Trustees to annually elect officers.

SEC. 8. Any corporation composed of fraternal organizations and/or members of fraternal organizations, heretofore incorporated under the laws of the State of Washington, may elect to subject corporation and its capital stock and the rights of its stockholders therein to the provisions of this act by a majority vote of its trustees or directors and the

Existing corporations may accept provisions of this act by majority vote of trustees and unanimous vote of capital stock.

unanimous assent or vote of the capital stock of such corporation.

Assent may be obtained at regular or special meeting.

If the unanimous written assent of the capital stock has not been obtained then the unanimous vote of all of the stockholders may be taken at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose in the manner provided by the by-laws of such corporation for special meetings of the stockholders.

Amendment certified.

The president and secretary of such corporation shall certify said amendment in triplicate under the seal of such corporation as having been adopted by a majority vote of its trustees or directors and by the unanimous written assent or vote as the case may be of all of its stockholders, and file and keep the same as in the case of original articles; and from the time of filing said certificate such corporation and its capital stock and the rights of its stockholders therein shall be subject to all of the provisions of this act; *Provided*, That nothing in this act shall affect the rights of the third person, pledgees of any shares of such capital stock, in such pledged stock, under pledges subsisting at the date of the filing of said amendment.

Filed as original articles.

Saving clause: pledgees and others protected.

Stock certificates to bear indorsement subject to this act and stock non-assignable.

SEC. 9. All certificates of capital stock of corporations incorporated under or becoming subject to the provisions of this act shall have expressly stated on the face thereof that such corporation and its capital stock and the rights of stockholders therein are subject to the provisions of this act and that its capital stock is not assignable or transferable except as in this act provided.

Secretary of State to file articles.

SEC. 10. The secretary of state shall file such articles of incorporation or amendment thereto in his office and issue a certificate of incorporation or amendment, as the case may be, to such fraternal

association upon the payment of a fee in the sum of \$5.00. Fee.

SEC. 11. Such fraternal association shall be a body politic and corporate with all powers and incidents of a corporation upon its compliance with the provisions of this act; *Provided, however,* That such fraternal corporation shall not be subject to any license fee or other corporate tax of commercial corporations. Association have all powers of a corporation.  
Not subject to license fee or other tax.

Passed the Senate February 4, 1927.

Passed the House February 23, 1927.

Approved by the Governor March 3, 1927.

---

## CHAPTER 191.

[S. B. 53.]

### ACTION FOR INJURY OR DEATH OF CHILD.

AN ACT relating to actions for the death or injury of children and amending Section 9 of the Code of Washington Territory of 1881.

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

SECTION 1. That section 9 of the Code of Washington Territory of 1881, (section 184 of Remington's Compiled Statutes; section 8264 of Pierce's 1919 Code) be amended to read as follows: Statute amended.

Section 9. A father, or in case of his death or desertion of his family, the mother may maintain an action as plaintiff for the injury or death of a minor child, or a child on whom either is dependent for support, and the mother for the injury or death of an illegitimate minor child, or an illegitimate child on whom she is dependent for support. Who may maintain action for injury or death of child.

Passed the Senate February 23, 1927.

Passed the House February 25, 1927.

Approved by the Governor March 3, 1927.