

This provision is ambiguous in that it may be interpreted to authorize the removal of a member of the board of directors by a three-fifths vote of the members of said board or a three-fifths vote of the members or policyholders of said company. This provision should be redrafted to provide for the removal of members of the board of directors by proper action taken by at least a majority of the company's members who shall also have the power to elect a successor. §§8623-55, -56, General Code.

The fourth section of said proposed articles designates three of the incorporators as trustees to act until the first annual meeting or other meeting called for the election of trustees. This provision seems also to have been borrowed from the sections of the General Code governing corporations not for profit which cannot apply to The Mid Continent Mutual Indemnity Company. See Section 8623-106, General Code. Until the board of directors are elected, it is apparently the intent of the legislature that the incorporators shall act for the corporation. Section 9607-3, General Code.

I note that the name of the notary public who received the acknowledgment of the signers of said proposed articles of incorporation neither appears in the imprint of his notarial seal nor is it typed, printed or stamped near the signature of such notary public. Section 123, General Code.

By reason of the foregoing, I am compelled to return the proposed articles of incorporation of The Mid Continent Mutual Indemnity Company, Cleveland, Ohio, unapproved.

Respectfully,

GILBERT BETTMAN,  
*Attorney General.*

3758.

APPROVAL, BONDS OF SPRINGFIELD TOWNSHIP, MAHONING COUNTY, OHIO—\$10,000.00.

COLUMBUS, OHIO, November 13, 1931.

*Retirement Board, State Teachers Retirement System, Columbus, Ohio.*

3759.

COUNTY COMMISSIONERS—UNAUTHORIZED TO CONTRACT FOR INDUSTRIAL SURVEY AND STUDY OF FLOOD CONDITIONS.

SYLLABUS:

*Legality of contract with county commissioners discussed.*

COLUMBUS, OHIO, November 13, 1931.

*Bureau of Inspection and Supervision of Public Offices, Columbus, Ohio.*

GENTLEMEN:—This will acknowledge receipt of your request for my opinion which reads as follows: