

SEC. 6. This act shall take effect and be in force from and after its passage.

Approved March 4, 1867.

CHAPTER XIV.

An Act to amend an Act entitled an Act to amend an Act entitled an Act to incorporate the Hastings, Minnesota River and Red River Railroad Company, approved Feb. 26, 1857, and approved March 3, 1866. March 9, 1867.

SECTION 1.—Amends incorporation act of the Hastings, Minnesota River and Red River Railroad Company.

- 2.—Board of Directors may assess installments on stock.
- 3.—Company authorized to borrow money.
- 4.—Amends Sec. 19 of Incorporation Act.
- 5.—Repeals inconsistent acts.
- 6.—When act to take effect.

SECTION 1.—Railroad Company authorized to build bridge at certain point.

- 2.—Empowered to secure payment of bonds.

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

SECTION 1. That section four of the said act shall be amended so as to read as follows: The board of directors of said company may consist of any number of the stockholders not to exceed thirteen, nor less than five, as shall be determined by resolution of any existing board, approved by a majority vote of the stockholders at any general or special election, thirty days notice of said election having been first duly given. The members of the board of directors shall hold their offices until their successors shall have been elected,

Board of Directors—how chosen

and shall have reported themselves to the president of said company as ready to enter upon their duties; and any citizen of the United States, or of any foreign country, shall be eligible to the office of director; and the board of directors may meet and transact business in or out of this state. At any regular or special meeting of the board, a majority of the board shall constitute a quorum for the transaction of business. The directors are authorized to make all needful rules, regulations and by-laws concerning the business of the said company, and may, in said by-laws, provide for the mode, manner and time of filling any vacancies in the board, and may change and prescribe the time of election and the terms of office of the directors, and all other officers of the company, and may by resolution abbreviate or change the name of said company, and shall file a certified copy of [the] resolution changing or abbreviating [said] name with the Secretary of State. But all by-laws providing for a change in the time of election, or in the terms of office of the directors, shall not be operative unless approved by a vote of the majority of the stockholders.

May levy assessments.

SEC. 2. That section six (6) of said act be amended so as to read as follows: The board of directors may, at such times as they may deem necessary or proper, assess upon the stock subscribed an installment of not less than two nor more than twenty per cent., and require payment of the same within a reasonable time, not less than thirty days notice thereof being given, under penalty of a forfeiture of the stock upon which such assessment was made.

Authorized to borrow money.

SEC. 3. That section fourteen shall be amended so as to read as follows: The said company is hereby authorized to borrow money to be expended in the construction and equipment of their said road and its appendages, and to issue bonds for the payment thereof in the usual form, and may make and execute, in the corporate name of the said company, all necessary mortgages, writings, notes, bonds, or other papers for any amount deemed necessary for the construction or equipment of said railroad; and may create and issue in such manner and on such terms as it may deem expedient, one or more classes of preferred stock, or special stock, and to make such agreements as may be deemed

proper with the respective holders thereof as to dividends thereon, and the securities for such dividends, and to make such agreements as may be deemed necessary and proper with the holders of any such special stock, for the appropriation of any portion of the said railroad, or of any portion of the receipts or earnings of any portion of the said railroad which it may construct or otherwise acquire, to the payment of the dividends on such special stock as may be issued in respect thereto, which appropriation, as made by such agreement, shall be effectual to secure to the said and future holders of such stock, the application of such earnings as are in said agreement provided, against any future act of the company, or its general liabilities. And the said company may make such agreement as it may deem proper with the holders of any such special stock, as to the administration of the portion of said railroad and the land grant appertaining thereto, to which said stock may pertain, and for the separate organization of the holders of such special stock for the purpose of that administration, and enabling them, or directors chosen by them separately, or in conjunction with the other directors, to exercise in respect to the portion of the road to which such special stock may pertain, all the powers of the company, subject to the provisions of such agreement when made and entered into.

The said company shall have power to provide in any mortgage or deed of trust which it may issue covering or conveying any portion of its road, that the holders of the bonds secured by such deeds of trust, or mortgage, shall have the right to vote at any meetings held for the election of directors of said company, or for any other purpose, such voting power to be to such extent as may be provided for either in such deed of trust or mortgage, or in the bonds issued by the company.

Any mortgage, trust deed, or instrument affecting the franchises of the said corporation, or any of its property, may be filed and recorded in the office of the Secretary of State of this state, and from the time of the filing of any such deed, mortgage or instrument as aforesaid, the record thereof shall be notice to all persons of such lien or interest, and of the contents of

Bondholders entitled to vote.

Mortgages, etc.,
to be recorded.

such deed or instrument; and it shall not be necessary to record any such conveyance, deed, mortgage or instrument in the county in which the property affected is situated.

Sec. 4. That section nineteen be amended so as to read as follows: *Provided*, That the said company shall, during the first three years after thirty miles of said road shall be completed and in operation on or before the first day of March in each and every year, pay into the treasury of the state, one per cent. of the gross earnings of the said road the first payment to be made on the first day of March next after thirty miles of said railroad shall be completed and in operation, and shall, during the seven years next ensuing, after the expiration of the three years aforesaid, pay into the treasury of the state, on or before the first day of March of each and every year, two per cent. of the gross earnings of said railroad, and annually thereafter, three per cent. of the gross earnings of said railroad, and the payment of such per centum annually as aforesaid shall be and is in full of all taxation and assessment whatever.

To keep verified
accounts of earn-
ings

And for the purpose of ascertaining the gross earnings aforesaid, an accurate account of such earnings shall be kept by said company, an abstract whereof shall be furnished by said company to the treasurer of this state, on or before the first day of February, in each year, the truth of which abstract shall be verified by the affidavits of the treasurer and secretary of said company, and for the purpose of ascertaining the truth of such affidavits and the correctness of such abstract, full power is hereby vested in the Governor of this state or any other person appointed by law to examine, under oath, the officers and employees of said company or other persons, and if any person so examined by the Governor or other authorized person shall knowingly or willingly swear falsely concerning the matter aforesaid, every such person is declared to have committed perjury; and for securing to the state the payment of the aforesaid per centum, it is hereby declared that the state shall have a lien upon the railroad of the said company, and upon all the property, estate and effects of said company whatever, real, personal or mixed, and the lien hereby secured to the state

State to have lien
on road

shall take and have precedence of all demands, decrees and judgments against said company.

SEC. 5. All acts or parts of acts inconsistent with the provisions of this act, and the act of which this is amendatory, are hereby repealed.

Repeals [incon-
sistent acts]

SEC. 6. This act shall take effect and be in force from and after its passage.

Approved March 9, 1867.

CHAPTER XV.

An Act authorizing the La Crosse, Trempeleau and Prescott Railroad Company to erect a bridge across the Mississippi River at the City of Winona.

February 8, 1867

SECTION 1.—Railroad Company authorized to build bridge at certain point.

2.—Empowered to secure payment of bonds.

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

SECTION 1. The La Crosse, Trempeleau and Prescott Railroad Company a corporation incorporate by the state of Wisconsin, and their successors and assigns, are hereby authorized and empowered to lease, purchase, build or construct a railway bridge at and from any point in the city of Winona, state of Minnesota, across the Mississippi river, to such point on the east side of the river as now is or shall be authorized by the State of Wisconsin. Said bridge shall be so constructed, with a suitable draw or draws, as not to materially impede or incommode the navigation of said river.

Powers of Cor-
poration

SEC. 2. Said La Crosse, Trempeleau and Prescott Railroad Company, their successors and assigns, are also hereby authorized and empowered to secure the

How payment of
bonds to be se-
cured