

THE ORGANIZATION AND MANAGEMENT OF BUSINESS CORPORATIONS

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The organization and management of business corporations by Walter C. Clephane

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WALTER C. CLEPHANE

**THE ORGANIZATION AND
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BUSINESS CORPORATIONS**

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ORGANIZATION AND MANAGEMENT
OF BUSINESS CORPORATIONS

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THE GEORGE WASHINGTON UNIVERSITY OF WASHINGTON, D. C.

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AUTHOR'S PREFACE.

A FEW years ago a course of lectures was inaugurated in the Law Department of the Columbian (now The George Washington) University, of Washington, D. C., dealing with the organization and practical management of business corporations. Prior to that time the substantive law of corporations had been most ably taught in that department by a distinguished jurist occupying a seat on the bench of the Supreme Court of the United States. But because of the growing tendency of modern business men to incorporate, there arose a demand for a short practical course informing the students, who were to enter upon the active duties of their profession, exactly how to apply the principles they had learned at the feet of so eminent an instructor, and, starting with the request of the client that his business be incorporated, how to go through the successive stages essential to a valid and successful organization. The university, ever ready to keep pace with modern conditions, responded to the call, and the new chair was entrusted to the author.

Much to his regret, he found no text-book dealing with the subject in such a way as to enable him to place it in the hands of his students. He was obliged, therefore, to map out the course for himself in a series of lectures extending over a few weeks. Those lectures form the basis of this treatise, which has been compiled as a text-book for the classes studying this subject in The George Washington University. The author has also had in view the needs of many lawyers who may not have had the advantages of practical corporation office work,

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and who, therefore, may desire some guide along the lines referred to. It is believed, too, that many laymen who are officers of corporations will find the book useful to them in carrying on their work.

The object of the author being as above stated, no attempt has been made to enter into a discussion of principles, except in so far as such discussion is pertinent to some live topic of practical corporation law of frequent recurrence in modern times, but which may not be considered as fully settled. The volume does not pretend to be a treatise on corporation law, but may be said to bear the same relation to that subject as equity pleading and practice bears to equity jurisprudence. Principles have been stated, an understanding of which is essential to the intelligent organization of corporations and attention to the details of their management. Great care has been taken to verify and support by citations every principle of law herein laid down. Inasmuch as corporation law is a subject of very rapid development during the past few years, in many instances the author has, without designating specific cases, referred to the most recent works on the subject, where a full discussion of the topics involved, with the cases applicable thereto, will be found. Frequent reference has thus been made to the very recent and admirable treatises on the law of corporations by Messrs. Clark and Marshall, and Mr. William W. Cook. Numerous citations will also be found of the tenth volume of the *Cyclopedia of Law and Procedure*, published during the present year, which consists almost wholly of a revised work on corporation law by that master of the subject, the late Hon. Seymour D. Thompson.

Many forms have been inserted which may be used in any jurisdiction. Forms corresponding to those which appear in some form books, and which are merely local in their character, will not be found here. In many instances the state statutes prescribe so minutely what must appear in certain corporation papers, and these statutes differ so materially one from another, that it has been found that the insertion of forms in such

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instances, intended to be general in their nature, has resulted in more harm than good.

While fully conscious that crudities and imperfections must exist in this work, the author submits it to the kind judgment of the public, in the hope that it may never prove misleading, but may serve as a convenient source of information to those seeking guidance in this field of research.

WALTER C. CLEPHANE.

Washington, D. C., January 1, 1905.

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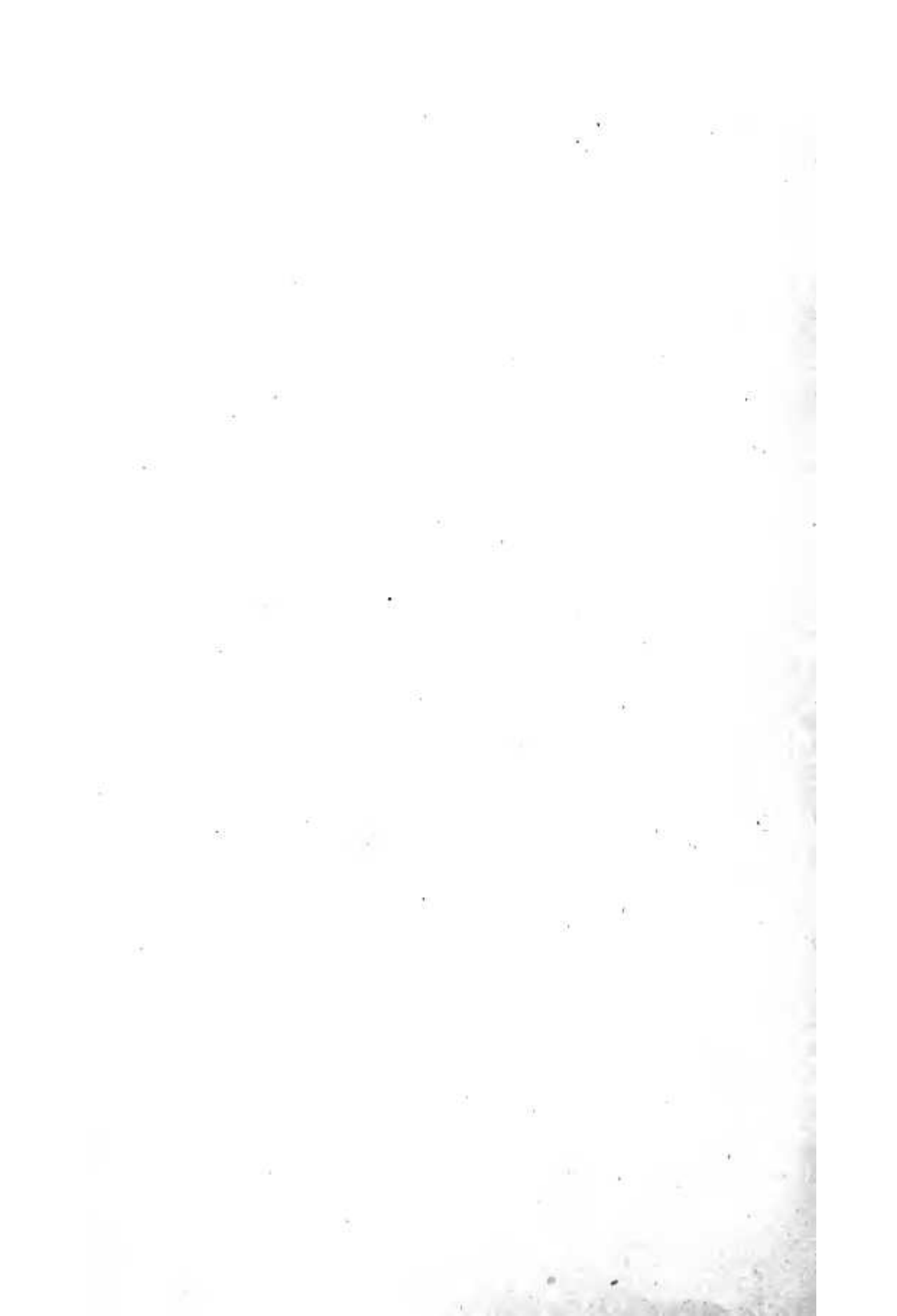


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