DOWNLOAD PDF APPENDIX: CHARTER AND AMENDMENTS. BY-LAWS OF THE CHICAGO LAW INSTITUTE. OFFICERS. PORTRAITS.

Chapter 1 : Finding Aid to Daughters of Isabella Records -- University Archives -- CUA

Abbreviations of reportsAuthors' indexGovernmental indexSubject indexAppendix: charter and amendments. By-laws of the Chicago Law Institute.

Definitions and index of definitions Section Control of electronic chattel paper Section Location of debtor Section Perfection of security interests in property subject to certain statutes, regulations, and treaties. Continued perfection of security interest following effect of change in governing law Section Interests that take priority over or take free of security interest or agricultural lien Section Priority of security interests created by new debtor Section Discharge of account debtor; notification of assignment; identification and proof of assignment; restrictions on assignment of accounts, chattel paper, payment intangibles, and promissory notes ineffective Section Restrictions on assignment of promissory notes, health-care-insurance receivables, and certain general intangibles ineffective Section Contents of financing statement; record of mortgage as financing statement; time of filing financing statement Section Name of debtor and secured party Section Effect of certain events on effectiveness of financing statement Section Duration and effectiveness of financing statement; effect of lapsed financing statement Section What constitutes filing; effectiveness of filing. Claim concerning inaccurate or wrongfully filed record Section Uniform form of written financing statement and amendment Section Collection and enforcement by secured party Section Effective date Section Security interest perfected before effective date Section Security interest unperfected before effective date Section Effectiveness of action taken before effective date section When initial financing statement suffices to continue effectiveness of financing statement. Amendment of pre-effective-date financing statement Section Persons entitled to file initial financing statement or continuation statement Section Priority Part Two Modifications to the comments unaccompanied by amendments to the official text section Control of deposit account Section Law governing perfection and priority of security interests Section Filing office Section Priorities among conflicting security interests in and agricultural liens on same collateral section Persons entitled to file a record Section Priorities among conflicting security interests in and agricultural liens on same collateral Section Priority of purchaser of chattel paper or instrument Section Amendment of financing statement Section Waiver and variance of rights and duties Section Disposition of collateral after default Section Notification before disposition of collateral. Contents and form of notification before disposition of collateral: Explanation of calculation of surplus or deficiency Section Notification of proposal to accept collateral Section When initial financing statement suffices to continue effectiveness of financing statement Section Rules for determining whether certain obligations and interests are securities or financial assets article

Chapter 2 : Index-catalogue of the library of the Chicago Law Institute to December 31, - CORE

Abbreviations of reports. Authors' index. Governmental index. Subject index. Appendix: charter and amendments. By-laws of the Chicago Law Institute.

The board of directors of FreightCar America, Inc. What are our voting recommendations? Each outstanding share of common stock entitles its holder to cast one vote, without cumulation, on each matter to be voted on. What constitutes a quorum? If a majority of the shares outstanding on the record date are present at the annual meeting, either in person or by proxy, we will have a quorum at the meeting permitting the conduct of business at the meeting. As of the record date, we had 12,, shares of common stock outstanding and entitled to vote. Any shares represented by Table of Contents proxies that abstain from voting on a proposal will be counted as present for purposes of determining whether we have a quorum. How do I vote? You may vote in person at the annual meeting or you may vote by proxy. To vote by telephone or on the Internet, you will need the control number included on your proxy card. If you vote by proxy, the individuals named on the proxy card as proxy holders will vote your shares in the manner you indicate. If you do not indicate your instructions, your shares will be voted: Even after you have submitted your proxy, you may revoke your proxy or change your vote at any time before the proxy is voted at the annual meeting by delivering to our Secretary a written notice of revocation or a properly submitted proxy bearing a later date, or by attending the annual meeting and voting in person. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request or you vote in person at the meeting. What vote is required to approve each matter that comes before the meeting? Director nominees must receive the affirmative vote of a plurality of the votes cast at the meeting in person or by proxy by stockholders entitled to vote thereon, meaning that the three nominees for Class II director with the most votes will be elected. Each of the approval, on an advisory basis, of the compensation of our NEOs, the approval of the amendment and restatement of the FreightCar America, Inc. Broker non-votes will not be counted for purposes of determining whether an item has received the requisite number of votes for approval. Abstentions will have the effect of a vote against the approval, on an advisory basis, of the compensation of our NEOs, the approval of the amendment and restatement of the FreightCar America, Inc. Table of Contents What happens if additional proposals are presented at the meeting? If you vote by proxy, your proxy grants the persons named as proxy holders the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. Who will bear the costs of soliciting votes for the meeting? Certain directors, officers and employees, who will not receive any additional compensation for such activities, may solicit proxies by personal interview, mail, telephone or electronic communication. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to our stockholders. The number of members of our board of directors is currently fixed at seven directors. The term of office of each current Class II director is scheduled to expire at our annual meeting of stockholders to be held this year. Currently, three of our directors, William D. Schmitt and Edward J. Whalen, are Class II directors. At the recommendation of our nominating and corporate governance committee, our board of directors has determined to nominate Messrs. Gehl, Schmitt and Whalen for election to three-year terms as Class II directors at our annual meeting this year. Each nominee elected by our stockholders as a Class II director at our annual meeting this year will be elected to a term to expire at the annual meeting of stockholders in Our board of directors has no reason to believe that any of the nominees will not be a candidate or, if elected, will be unable or unwilling to serve as a director. Whalen as Class II directors. In accordance with this vote, this year the board of directors is again implementing an advisory vote on the compensation of our NEOs. The next required vote on the frequency of advisory votes on the compensation of our NEOs will occur no later than the annual meeting. Our compensation programs also are closely tied to performance, with incentive compensation varying in accordance with objectively determinable Company,

segment and individual performance measures.

Chapter 3 : Browse subject: Dutchess County (N.Y.) | The Online Books Page

Get this from a library! Index-catalogue of the library of the Chicago Law Institute to December 31, [H C Davis; Chicago Law Institute. Library,].

First page of the edition of the Napoleonic Code. Civil law is the legal system used in most countries around the world today. In civil law the sources recognised as authoritative are, primarily, legislationâ€”especially codifications in constitutions or statutes passed by governmentâ€”and custom. Modern civil law systems essentially derive from the legal practice of the 6th-century Eastern Roman Empire whose texts were rediscovered by late medieval Western Europe. Roman law in the days of the Roman Republic and Empire was heavily procedural, and lacked a professional legal class. Decisions were not published in any systematic way, so any case law that developed was disguised and almost unrecognised. From â€” AD the Byzantine Emperor Justinian I codified and consolidated Roman law up until that point, so that what remained was one-twentieth of the mass of legal texts from before. As one legal historian wrote, "Justinian consciously looked back to the golden age of Roman law and aimed to restore it to the peak it had reached three centuries before. Western Europe, meanwhile, relied on a mix of the Theodosian Code and Germanic customary law until the Justinian Code was rediscovered in the 11th century, and scholars at the University of Bologna used it to interpret their own laws. Both these codes influenced heavily not only the law systems of the countries in continental Europe e. Greece , but also the Japanese and Korean legal traditions. Common law and equity[edit] Main article: Common law King John of England signs Magna Carta In common law legal systems , decisions by courts are explicitly acknowledged as "law" on equal footing with statutes adopted through the legislative process and with regulations issued by the executive branch. The "doctrine of precedent", or stare decisis Latin for "to stand by decisions" means that decisions by higher courts bind lower courts, and future decisions of the same court, to assure that similar cases reach similar results. In contrast , in " civil law " systems, legislative statutes are typically more detailed, and judicial decisions are shorter and less detailed, because the judge or barrister is only writing to decide the single case, rather than to set out reasoning that will guide future courts. Common law originated from England and has been inherited by almost every country once tied to the British Empire except Malta, Scotland , the U. In medieval England, the Norman conquest the law varied-shire-to-shire, based on disparate tribal customs. The concept of a "common law" developed during the reign of Henry II during the late 12th century, when Henry appointed judges that had authority to create an institutionalized and unified system of law "common" to the country. The next major step in the evolution of the common law came when King John was forced by his barons to sign a document limiting his authority to pass laws. In , for instance, while the highest court in France had fifty-one judges, the English Court of Common Pleas had five. From the time of Sir Thomas More , the first lawyer to be appointed as Lord Chancellor, a systematic body of equity grew up alongside the rigid common law, and developed its own Court of Chancery. In developing the common law, academic writings have always played an important part, both to collect overarching principles from dispersed case law, and to argue for change. William Blackstone , from around , was the first scholar to collect, describe, and teach the common law. Religious law Religious law is explicitly based on religious precepts. Examples include the Jewish Halakha and Islamic Sharia â€”both of which translate as the "path to follow"â€”while Christian canon law also survives in some church communities. Often the implication of religion for law is unalterability, because the word of God cannot be amended or legislated against by judges or governments. For instance, the Quran has some law, and it acts as a source of further law through interpretation, [88] Qiyas reasoning by analogy , Ijma consensus and precedent. This is mainly contained in a body of law and jurisprudence known as Sharia and Fiqh respectively. This contains the basic code of Jewish law, which some Israeli communities choose to use. Nevertheless, Israeli law allows litigants to use religious laws only if they choose. A trial in the Ottoman Empire, , when religious law applied under the Mecelle Main article: Since the mids, efforts have been made, in country after country,

to bring Sharia law more into line with modern conditions and conceptions. The constitutions of certain Muslim states, such as Egypt and Afghanistan, recognise Islam as the religion of the state, obliging legislature to adhere to Sharia. I authorise and give up my right of governing myself to this man, or to this assembly of men, on this condition; that thou givest up, thy right to him, and authorise all his actions in like manner. Thomas Hobbes, Leviathan, XVII The main institutions of law in industrialised countries are independent courts , representative parliaments, an accountable executive, the military and police, bureaucratic organisation, the legal profession and civil society itself. John Locke, in his Two Treatises of Government , and Baron de Montesquieu in The Spirit of the Laws , advocated for a separation of powers between the political, legislature and executive bodies. Judiciary A judiciary is a number of judges mediating disputes to determine outcome. Most countries have systems of appeal courts, answering up to a supreme legal authority. The European Court of Human Rights in Strasbourg allows citizens of the Council of Europe member states to bring cases relating to human rights issues before it. For example, in Brown v. Board of Education , the United States Supreme Court nullified many state statutes that had established racially segregated schools, finding such statutes to be incompatible with the Fourteenth Amendment to the United States Constitution. In most countries judges may only interpret the constitution and all other laws. But in common law countries, where matters are not constitutional, the judiciary may also create law under the doctrine of precedent. The UK, Finland and New Zealand assert the ideal of parliamentary sovereignty , whereby the unelected judiciary may not overturn law passed by a democratic legislature. By the principle of representative government people vote for politicians to carry out their wishes. Although countries like Israel, Greece, Sweden and China are unicameral , most countries are bicameral , meaning they have two separately appointed legislative houses. In the UK the upper house is appointed by the government as a house of review. One criticism of bicameral systems with two elected chambers is that the upper and lower houses may simply mirror one another. The traditional justification of bicameralism is that an upper chamber acts as a house of review. This can minimise arbitrariness and injustice in governmental action. Normally there will be several readings and amendments proposed by the different political factions. If a country has an entrenched constitution, a special majority for changes to the constitution may be required, making changes to the law more difficult. A government usually leads the process, which can be formed from Members of Parliament e. However, in a presidential system, the government is usually formed by an executive and his or her appointed cabinet officials e. The executive in a legal system serves as the centre of political authority of the State. In a parliamentary system , as with Britain, Italy, Germany, India, and Japan, the executive is known as the cabinet, and composed of members of the legislature. The executive is led by the head of government , whose office holds power under the confidence of the legislature. Because popular elections appoint political parties to govern, the leader of a party can change in between elections. Examples include the President of Germany appointed by members of federal and state legislatures , the Queen of the United Kingdom an hereditary office , and the President of Austria elected by popular vote. The other important model is the presidential system , found in the United States and in Brazil. In presidential systems, the executive acts as both head of state and head of government, and has power to appoint an unelected cabinet. Under a presidential system, the executive branch is separate from the legislature to which it is not accountable. In presidential systems, the executive often has the power to veto legislation. Most executives in both systems are responsible for foreign relations , the military and police, and the bureaucracy. Military and police[edit] U. Customs and Border Protection officers While military organisations have existed as long as government itself, the idea of a standing police force is a relatively modern concept.

Chapter 4 : The New Haven Colony Historical Society

The catalogue was seen through the press by H. C. Davis, assistant calendrierdelascience.comian: Julius calendrierdelascience.comiations of reportsAuthors' indexGovernmental indexSubject indexAppendix: charter and amendments. By-laws of the Chicago Law Institute. Officers. calendrierdelascience.com of access.

Eventually twelve states were represented; 74 delegates were named, 55 attended and 39 signed. The Virginia Plan also known as the Large State Plan or the Randolph Plan proposed that the legislative department of the national government be composed of a Bicameral Congress, with both chambers elected with apportionment according to population. Generally favoring the most highly populated states, it used the philosophy of John Locke to rely on consent of the governed, Montesquieu for divided government, and Edward Coke to emphasize civil liberties. Generally favoring the less-populous states, it used the philosophy of English Whigs such as Edmund Burke to rely on received procedure and William Blackstone to emphasize sovereignty of the legislature. This position reflected the belief that the states were independent entities and, as they entered the United States of America freely and individually, remained so. On June 13, the Virginia resolutions in amended form were reported out of committee. The New Jersey plan was put forward in response to the Virginia Plan. A "Committee of Eleven" one delegate from each state represented met from July 2 to 16 [31] to work out a compromise on the issue of representation in the federal legislature. All agreed to a republican form of government grounded in representing the people in the states. For the legislature, two issues were to be decided: There were sectional interests to be balanced by the Three-Fifths Compromise ; reconciliation on Presidential term, powers, and method of selection; and jurisdiction of the federal judiciary. Overall, the report of the committee conformed to the resolutions adopted by the Convention, adding some elements. A twenty-three article plus preamble constitution was presented. Details were attended to, and further compromises were effected. Several of the delegates were disappointed in the result, a makeshift series of unfortunate compromises. Some delegates left before the ceremony, and three others refused to sign. Of the thirty-nine signers, Benjamin Franklin summed up, addressing the Convention: Their accepted formula for the closing endorsement was "Done in Convention, by the unanimous consent of the States present. The new frame of government that the Philadelphia Convention presented was technically only a revision of the Articles of Confederation. After several days of debate, Congress voted to transmit the document to the thirteen states for ratification according to the process outlined in its Article VII. Each state legislature was to call elections for a "Federal Convention" to ratify the new Constitution, rather than consider ratification itself; a departure from the constitutional practice of the time, designed to expand the franchise in order to more clearly embrace "the people". The frame of government itself was to go into force among the States so acting upon the approval of nine i. They proceeded at once to New York, where Congress was in session, to placate the expected opposition. Aware of their vanishing authority, Congress, on September 28, after some debate, resolved unanimously to submit the Constitution to the States for action, "in conformity to the resolves of the Convention", [39] but with no recommendation either for or against its adoption. Two parties soon developed, one in opposition, the Anti-Federalists , and one in support, the Federalists , of the Constitution; and the Constitution was debated, criticized, and expounded upon clause by clause. Hamilton , Madison , and Jay , under the name of Publius , wrote a series of commentaries, now known as The Federalist Papers , in support of ratification in the state of New York , at that time a hotbed of anti-Federalism. These commentaries on the Constitution, written during the struggle for ratification, have been frequently cited by the Supreme Court as an authoritative contemporary interpretation of the meaning of its provisions. The dispute over additional powers for the central government was close, and in some states ratification was effected only after a bitter struggle in the state convention itself. On June 21, , the constitution had been ratified by the minimum of nine states required under Article VII. Towards the end of July, and with eleven states then having ratified, the process of organizing the new government began. The Continental Congress, which still functioned at

irregular intervals, passed a resolution on September 13, , to put the new Constitution into operation with the eleven states that had then ratified it. However, the initial meeting of each chamber of Congress had to be adjourned due to lack of a quorum.

Chapter 5 : United States Constitution - Wikipedia

The revised charter was submitted to the Connecticut General Assembly and approved on July 25, In , another Daughters of Isabella was incorporated in Utica, New York with the authority to establish circles in any state. This authority led to a legal dispute between the Connecticut and New York organizations about the right to the Isabella name. The National Circle first won an injunction in against the Utica Daughters from opening courts in Connecticut with the name Isabella. In , the Connecticut National Circle requested a preliminary injunction against the Utica Daughters to prohibit their use of the name Isabella anywhere in the U. A New York judge refused the injunction. Circuit Court of Appeals. The Court reversed the New York ruling. Utica requested a hearing in the U. Supreme Court but was denied. Clergy, bishops, and even Archbishop John Francis Noll of Fort Wayne, Indiana, urged the Daughters of Isabella to merge with the Catholic Daughters of the Americas, but the organizations have remained separate. The Daughters of Isabella is organized into three circles: These officers are elected at the biennial international conventions. The Board meets annually to assist national officers. Constitutions and by-laws were established at the earliest annual conventions. A new circle must submit all specific by-laws and its charter to the International Regent and the International Secretary for approval. The charter authorizes the circle to hold meetings, recruit members, collect dues, raise funds, and conduct conferrals. The circle organizer presents the charter to the new circle as part of the Isabellan ritual and the charter remains on display at every meeting. Each level of circle holds ceremonies to install officers. There are also induction ceremonies for new members. A secret password is required to verify membership at meetings. Induction ceremonies were first called initiations, and then changed to "conferral of degrees. Ceremonial odes open and close meetings. Initiation odes occur during prescribed points of the conferral of degrees. Circles display their banners at every meeting. State Circles also have banners which they display at conventions. The Daughters of Isabella entered Canada in , opening a circle in Quebec. In , Leclair called a meeting of all DOI Quebec state and local regents to discuss separation from American supervision. The DOI Board repudiated this promise, saying the constitution did not give Leclair authority to pay these expenses. Leclair resigned on February 15, Leclair established the "Daughters of the Queen of Castille" later in In , three DOI circles were established in the Philippines. Within 10 years, the DOI had increased its presence in the Philippines to over 25 circles with nearly 2, members. The Philippines circles were suspended in due in part to restrictions on the exportation of the Philippine peso by President Ferdinand Marcos. The first issue of The National Isabella was published on September 15, , but publication became too costly because of wartime inflation. In , the Daughters of Isabella published inserts in a series of Catholic magazines: The DOI editions of these magazines are all in the Publications series. This is also found in the Publications series. Another means of publicity for the Daughters of Isabella were drill teams. The teams performed at Isabellan events and some were good enough to compete in state and national contests. Hyacinth Circle 71 in Massachusetts won regional competitions. A program from a competition is in the Circles series. The Daughters of Isabella funded the St. In , the Daughters of Isabella donated the statue of Mary Immaculate with Angels over the central doors of the south balcony entrance to the National Shrine of the Immaculate Conception. The Daughters of Isabella later eliminated the mortuary fund and replaced it with commercial insurance. In , at the time of its 60th anniversary, the Daughters of Isabella had , members. Membership began to drop in the s and s. It produced informational videotapes for state and local circles. In , the Daughters of Isabella celebrated its centennial anniversary. The blessing is found in the Artifacts series. Minutes from Board meetings and conventions, financial records, and Daughters of Isabella publications comprise the bulk of the collection. There are also histories of the organization and materials from state and local circles in the U. The first series consists of foundational materials that document the establishment of the Daughters of Isabella and of early circles Included are the Articles of Incorporation for the National Circle. The foundation series also contains

materials from several early key lawsuits between the Daughters of Isabella and the Catholic Daughters of the Americas. There are materials about the Catholic Daughters of the Americas, including their right to establish subordinate courts and their dissolution. Also in this series are documents from several lawsuits: Roberts and later his son Russell. Early circle reports, membership rosters, and charters are included in this series, even the medical records from the first applicants to the Russell Circle from to The papers of Mary Booth, the "foundational Regent" of the Daughters of Isabella are located in this series. The third and largest series is Circles, which includes charter lists of circles in numerical order showing the original members who chartered the circle. The series also contains correspondence about new circle inquiries arranged by the United States and Canada, with folders for individual states and provinces. If a circle was subsequently organized after a new circle inquiry, it is filed by circle number under its state or province. The Circle series also has Organizer Reports by the Organizer or Deputy State Regent certifying that a subordinate circle was established in their state, with a charter application attached. These reports are organized numerically by circle number. There are folders for U. Local circles are arranged under their state and province. Then there are folders for local circles in Indiana, such as Twin City Circle The folders indicate if a circle has been disbanded. There are folders for DOI Circles arranged by name where the state cannot be identified. For United States circles, there are materials from the following states: These materials include circle histories, scrapbooks and clippings, state convention materials, and circle meeting minutes. Items from the state circle are filed before items from local circles. There is an early membership roster book for Nina Circle dating from to There are membership applications for Nina Circle in Connecticut from the s through s. There are materials from many disbanded Connecticut circles. Member record sheets from disbanded circles from the s and s show dues payments. The Illinois sub-series includes an Illinois State Circle scrapbook from the s. Included in materials from the State of Illinois are the articles of incorporation for the Daughters of Isabella Illinois Circle. There is a copy of the petition and affiliating agreement made between the National Circle and the Illinois Circle. There are handwritten meeting minutes of the Illinois Circle from The Massachusetts sub-series includes meeting minutes books from unidentified circles from the years , , and a Daughters of Isabella book club from The Massachusetts sub-series also includes materials from a number of disbanded circles, such as Alcazaba Circle 65 in Attleboro. Disbanded circle materials include minute books and scrapbooks. Hyacinth Circle 71, whose drill team was so successful, is among the disbanded circles in Massachusetts. The Minnesota sub-series has three scrapbooks of clippings from the s and s, photo albums from the State Regent Velleda Kozlik, a scrapbook of postcards and memorabilia from Daughters of Isabella conventions , and a scrapbook of newspaper clippings about Archbishop St. Paul Archdiocese John G. The Minnesota sub-series has a crucifix and holder used at meetings. These materials include clippings, financial records, and meeting minutes books. Notable among the Ohio materials are two large scrapbooks from the Ohio state circle for the years and ca. Notable among the material from Rhode Island is a "Soldiers in Petticoats" rhymed history, , for the Daughters of Isabella 80th birthday. The Canadian Circles sub-series has materials from the Ontario and Quebec provincial circles as well as local circle materials, such as meeting minutes and scrapbooks. Where there is only one item for a Canadian circle, it is in the provincial circle folder. The Ontario province is divided into three provincial circles: Norontario and Sudest-Ontarien, which include French-speaking circles, and Trillium, which includes circles near Toronto and is primarily English-speaking. In addition, the Canadian sub-series contains DOI Canadian charters from , legal materials pertaining to lawsuits and member expulsions, and a "problems" file from The Junior Circles sub-series materials include correspondence and reports about the development of the juniors. There are constitutions governing junior circles and junior ceremonial booklets. Certificates of Institution for Junior Circles and charter lists are arranged by circle number. This sub-series contains "Junior Jewels," an information supplement to The Isabellan about the Junior Circles, from to

Chapter 6 : Constitution and by-Laws, Trustees, Officers, Museum Staff, and Members

We, the members of the Health Law Society of Loyola University Chicago School of Law, pledged to assist in the continued betterment of legal education and to the attainment of professional and ethical standards commensurate with the dignity of the Law, hereby.

Type of Reporting Person: Medical Properties Trust, Inc. Maryland Address of Principal Office: Inland American seeks to acquire and manage a diversified by geographical location and by property type portfolio of real estate primarily improved for use as shopping or retail centers, malls, multi-family residential buildings, office and industrial buildings located in the United States and Canada. Inland American also may seek to acquire publicly traded or privately owned entities that own such commercial real estate assets. To the knowledge of Inland American, none of the executive officers and directors of Inland American has been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors. To the knowledge of Inland American, none of the executive officers and directors of Inland American has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction the result of which subjected him or her to i a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or ii a finding of any violation with respect to federal or state securities laws. Source and Amount of Funds or Other Consideration. The working capital of Inland American and brokerage account margin loans were the sources of consideration for the purchases. The cost of borrowing with respect to margin accounts fluctuates with the broker loan rate and the amount of the debit balance. The positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in those accounts. To the knowledge of Inland American, this Item 3 is inapplicable to the executive officers and directors listed on Appendix A because none of those executive officers and directors has purchased or intends to purchase any Shares of the Company. Inland American has also considered, on a preliminary basis, various courses of action with respect to the Company, including: Inland American has not reached any conclusion as to any of the foregoing alternatives. Pending a conclusion or a determination to dispose of all or a portion of the Shares which it owns, Inland American will hold all of these Shares as an investment. Until Inland American makes a decision concerning the alternatives described above, and depending on market conditions and other factors, Inland American may continue to purchase Shares of the Company in brokerage transactions on the New York Stock Exchange, or in private transactions if appropriate opportunities to do so are available on such terms and at such times as the purchaser considers desirable. Inland American intends to continuously review its investment in the Company and may in the future change its present course of action and decide to pursue one of the alternatives discussed in the first paragraph of this Item 4. Inland American may seek control of the Company or may merely seek to increase its investment in the Company without obtaining control. Inland American may determine to dispose of all or a portion of the Shares that it now owns or may hereafter acquire. Other than as described above, Inland American has no present plans or proposals which relate to or would result in: Interest in Securities of the Issuer. See response corresponding to row 13 of the cover page listing Inland American as the Reporting Person for the percentage of Shares beneficially owned by Inland American, which is incorporated herein by reference. The Adviser makes decisions as to dispositions of the shares it holds for the account of Inland American by means of a committee composed of three of its directors. Because no one officer or director of the Adviser has the ability to direct the disposition of the Shares, none of the officers and directors of the Adviser beneficially owns such shares. None of the executive officers or directors listed on Appendix A beneficially owns any Shares of the Company. The Adviser shares the power to vote or direct the vote and the power of disposition with Inland American pursuant to the terms of the Advisory Agreement.

Chapter 7 : The Official Robert's Rules of Order Web Site

United States corporate law The New York Stock Exchange is the major center for listing and trading shares in United States. Most corporations are, however, incorporated under the influential Delaware General Corporation Law.

Corporations were only thought to be legitimate in specific industries such as insurance or banking that could not be managed efficiently through partnerships. The First Bank of the United States was chartered in by the US Congress to raise money for the government and create a common currency alongside a federal excise tax and the US Mint. It had private investors not government owned , but faced opposition from southern politicians who feared federal power overtaking state power. State governments could and did also incorporate corporations through special legislation. In , New York became the first state to have a simple public registration procedure to start corporations not specific permission from the legislature for manufacturing business. An early US Supreme Court case, Trustees of Dartmouth College v Woodward , [4] went so far as to say that once a corporation was established a state legislature in this case, New Hampshire could not amend it. States quickly reacted by reserving the right to regulate future dealings by corporations. Corporations were the subject of legal rights and duties: However, the dominant trend led towards immense corporate groups where the standard rule was one-share, one-vote. In response, the Sherman Antitrust Act of was created to break up big business conglomerates, and the Clayton Act of gave the government power to halt mergers and acquisitions that could damage the public interest. By the end of the First World War , it was increasingly perceived that ordinary people had little voice compared to the "financial oligarchy" of bankers and industrial magnates. This practice was halted in by public pressure and the New York Stock Exchange refusing to list non-voting shares. New shareholders had no power to bargain against large corporate issuers, but still needed a place to save. Before the Wall Street Crash of , people were being sold shares in corporations with fake businesses, as accounts and business reports were not made available to the investing public. At the same time he bears no responsibility with respect to the enterprise or its physical property. It has often been said that the owner of a horse is responsible. If the horse lives he must feed it. If the horse dies he must bury it. No such responsibility attaches to a share of stock. The owner is practically powerless through his own efforts to affect the underlying property Physical property capable of being shaped by its owner could bring to him direct satisfaction apart from the income it yielded in more concrete form. It represented an extension of his own personality. With the corporate revolution, this quality has been lost to the property owner much as it has been lost to the worker through the industrial revolution. They sold shares en masse, meaning meant companies found it hard to get finance. The result was that thousands of businesses were forced to close, and they laid off workers. Because workers had less money to spend, businesses received less income, leading to more closures and lay-offs. This downward spiral began the Great Depression. Berle and Means argued that under-regulation was the primary cause in their foundational book in , The Modern Corporation and Private Property. They said directors had become too unaccountable, and the markets lacked basic transparency rules. A new Securities and Exchange Commission was empowered to require corporations disclose all material information about their business to the investing public. Because many shareholders were physically distant from corporate headquarters where meetings would take place, new rights were made to allow people to cast votes via proxies, on the view that this and other measures would make directors more accountable. Given these reforms, a major controversy still remained about the duties that corporations also owed to employees, other stakeholders , and the rest of society. To increase revenue from corporate tax , individual states had an incentive to lower their standards in a " race to the bottom " to attract corporations to set up their headquarters in the state, particularly where directors controlled the decision to incorporate. This meant that the case law of the Delaware Chancery and Supreme Court became increasingly influential. To fend off a takeover, courts allowed boards to institute " poison pills " or " shareholder rights plans ", which allowed directors to veto any bid â€” and probably get a payout for letting a takeover happen. This resulted in a vast growth in the asset

management industry, which tended to take control of voting rights. The Enron scandal of led to some reforms in the Sarbanes-Oxley Act on separating auditors from consultancy work. The global financial crisis of led to minor changes in the Dodd-Frank Act on soft regulation of pay, alongside derivative markets. However, the basic shape of corporate law in the United States has remained the same since the s. Corporations and civil law[edit] See also: UK company law , Canadian corporate law , South African company law , German company law , and European company law The state of Delaware is the place of incorporation for over 60 per cent of Fortune corporations. So, for example, consider a corporation which sets up a concert in Hawaii, where its headquarters are in Minnesota, and it is chartered in Colorado, if it is sued over its actions involving the concert, whether it was sued in Hawaii where the concert is located , or Minnesota where its headquarters are located , the court in that state will still use Colorado law to determine how its corporate dealings are to be performed. All major public corporations are also characterized by holding limited liability and having a centralized management. The federal government does not charter corporations except National Banks, Federal Savings Banks, and Federal Credit Unions although it does regulate them. Each of the 50 states plus DC has its own corporation law. Most large corporations have historically chosen to incorporate in Delaware, even though they operate nationally, and may have little or no business in Delaware itself. The extent to which corporations should have the same rights as real people is controversial, particularly when it comes to the fundamental rights found in the United States Bill of Rights. As a matter of law, a corporation acts through real people that form its board of directors, and then through the officers and employees who are appointed on its behalf. If a corporation goes bankrupt, and is unable to pay debts to commercial creditors as they fall due, then in some circumstances state courts allow the so-called "veil of incorporation" to be pierced, and so to hold the people behind the corporation liable. This is usually rare and in almost all cases involves non-payment of trust fund taxes or willful misconduct, essentially amounting to fraud. Incorporation and charter competition[edit].

Chapter 8 : Law - Wikipedia

The general description of the proposed Charter Amendment set forth above is qualified in its entirety by reference to the text of the proposed Charter Amendment, which is attached as Appendix A to this proxy statement.

Wilson whose biographical information as a director appears above. Barnard has also served as the senior vice president, general counsel, and corporate secretary of TNGP since January and was previously the vice president, general counsel, and corporate secretary of TNGP from April to January From January to July , Mr. Barnard served as an executive vice president and general counsel of Bcom3 Group, Inc. From July until January , Mr. Barnard was not employed. Previously, from August to January , he was a partner in the law firm of Kirkland and Ellis. From August to July , Mr. Barnard was vice president, general counsel, and secretary of LifeStyle Furnishings International Ltd. He holds a B. Frost has also served as the senior vice president, sales and market development, of TNGP since January and was previously vice president, sales and market development, of TNGP from April to January Before joining us in November , Mr. Earlier in his career, Mr. Hoker age 48 has served as our vice president and corporate controller since November Before joining us, Mr. Prior to being named controller, Mr. Hoker held other financial management positions of increasing responsibility at Sara Lee. Prior to joining Sara Lee, Mr. Hoker holds a B. He is also a certified public accountant. Prior to joining us, Ms. Jablow Spertus spent eight years with Ideal Industries, Inc. Jablow Spertus held a variety of human resources positions in the nine years she was employed with FMC Corporation. Jablow Spertus holds a B. She is also a certified public accountant. Kelleher age 49 has served as our senior vice president and chief financial officer since August Kelleher has also served as a director and as the senior vice president and chief financial officer of TNGP since August From to , Mr. He is a certified public accountant. He was previously our vice president, supply chain, from January to December and our vice president, raw materials procurement, from July to January Koch has a B. He was previously our vice president, manufacturing and distribution, from March to December and our vice president, corporate development, from April to March Will has also served as the senior vice president, manufacturing and distribution, of TNGP since January and was previously the vice president, manufacturing and distribution, of TNGP from April to January From January to August , he was vice president business development of Sears, Roebuck and Company. Will was not employed. From January to January , Mr. Will was a consultant with Egon Zehnder International, a global consulting firm. Previously, from October to January , he served as vice president, strategy and corporate development, of Fort James Corporation, a global paper and consumer products company. Prior to joining Fort James, Mr. Will was a manager with the Boston Consulting Group, a global strategy consulting firm. Will holds a B. A copy of our corporate governance guidelines is available to stockholders at our corporate website, www. Wilson has served as our Board chairman and also as our chief executive officer since our initial public offering in August Our non-management directors have combined the Board chairman and chief executive officer roles in order to utilize effectively Mr. According to our corporate governance guidelines, if the chairman of the Board is not an independent director, our independent directors will designate one of their number to serve as a lead independent director. Otherwise, if the chairman of the Board is an independent director, he or she will serve as the lead independent director. Furbacher to serve as our lead independent director. Unless otherwise provided in a short-term succession plan approved by the Board, in the event that our chairman of the Board or our chief executive officer should unexpectedly become unable to perform his or her duties, the lead independent director shall assume the duties of the chairman of the Board and shall allocate the duties of the chief executive officer among our other senior officers, in each case, until the Board has the opportunity to consider the situation and take action. Our corporate governance guidelines state that the executive sessions of the Board will be chaired by either the chairman of the Board if he or she is an independent director or by the lead independent director if the chairman is not an independent director. Furbacher, chairs the executive sessions of the Board. Code of Corporate Conduct Our Board has

adopted a code of corporate conduct that is applicable to all of our directors, officers, and employees. A copy of the code is available to stockholders at our corporate website, www. We will disclose amendments to, or waivers from, the code on our corporate website. Committees of the Board Our Board has established three separate standing committees: Our Board has adopted written charters for each of these committees and copies of these charters are available to stockholders at our corporate website, www. Hagge, all of whom our Board has affirmatively determined to be independent within the meaning of the corporate governance standards of the NYSE applicable to audit committee members. Our Board has also determined that Messrs.

Chapter 9 : Illinois and local laws - Lead Safe Illinois

It became law in the United States on May 1, , was intended to motivate Britain and France to stop seizing American vessels during the Napoleonic Wars. This bill was a revision of the original bill by Representative Nathaniel Macon, known as Macon's Bill Number 1.

It is obvious that provision must be made for changing the regulations as conditions change or new conditions arise. Otherwise zoning would be a "strait-jacket" and a detriment to a community instead of an asset. Experience has demonstrated that even the best zoning ordinances do become out of date. Periodic revision is essential if the ordinance is to establish and maintain a rational land use pattern. The typical amendment is initiated by a property owner who would like to use his land in a way not permitted by the regulations. Officials in a number of cities have expressed dissatisfaction with present methods of processing this type of amendment. Property owners may grow impatient during the several months it sometimes takes to determine the fate of a zone change application. Concern has been expressed over the number of public hearings at which neighbors must sometimes appear in order to protect their interest in the status quo. By far the most frequent complaint, however, is that zone change requests take up an amount of time of councils and planning agencies that is quite out of proportion to the importance of the requests. Plan commissions directed to consider amendments find that they are spending almost all of their time on zoning. This concern over inefficiency is sometimes coupled with other complaints that are still more serious. Commentators have long been aware that amendments can easily be arbitrary. Evaluation of proposed changes is often dominated by politics and personalities. And far too frequently the decisions are downright unfair. Changes in procedure clearly cannot solve all these problems. For example, it is unfortunately true that several months may be needed for the planning agency to recommend and the council to decide upon the most intelligent course of action. Procedural safeguards that increase the likelihood of fair play are also likely to increase the processing time required. It also seems clear that no fair procedure can dry up a flood of requests to amend an unreasonable or obsolete ordinance. And so far as we have heard, no one has devised any procedureâ€”in zoning or elsewhere â€” that produces consistently rational governmental decisions. Procedural devices, however, have long been suggested as remedies for some problems. A Department of Commerce pamphlet, The Preparation of Zoning Ordinances, states that a city may want to "protect itself against applications for changes of small plots, or impulsive applications of one or two individuals, or repetitive applications. Examples include required minimum land areas for each rezoning application, required waiting periods between successive applications for rezoning of the same property, and high fees imposed in an attempt to cut down the number of applications. A few subscribers have suggest more radical changes. We were recently asked for comments on proposed legislation that would allow map changes to be made by the planning commission. This, too, is not a new idea. The council in establishing zoning and other planning regulations should authorize the planning commission to make changes in zoning maps, official street maps, or land development plans. These powers will in general be much more intelligently and satisfactorily exercised by the planning commission than by the council. Such a drastic change is not likely to be of serious interest in most of the cities that are encountering problems with amendments. A few, however, may be interested in exploring the idea. The underlying policies that must be considered in evaluating both major and minor procedural changes seem to be much the same. The Statutory Framework The Standard State Zoning Enabling Act, on which the enabling legislation of the majority of states is generally modeled, places few restrictions on local amendment procedure: Such regulations, restrictions, and boundaries may from time to time be amended, supplemented, changed, modified, or repealed. The provisions of the previous section relative to public hearings and official notice shall apply equally to all changes or amendments. The notice and hearing requirements to which reference is made state: However, no such regulation, restriction, or boundary shall become effective until after a public hearing in relation thereto, at which parties in interest and citizens shall have an opportunity to be heard. As

would be expected, there are many deviations from this text, even in statutes that generally follow it. For example, some statutes specify that the legislative body must hold the required hearing, while others specifically authorize the planning commission or some other body to do so. And some, instead of merely requiring that no amendment become effective without a public hearing, affirmatively require that a public hearing be held on every amendment petition submitted in proper form. Others even require a vote by the legislative body on each such petition. Perhaps most important of the additional provisions are requirements that the planning commission be given a voice in the amending process. In about one-third of the states, cities that have planning commissions are required by the enabling legislation to submit proposed amendments to the commission for recommendation before the amendments can become effective. Of course, modern ordinances in other states ordinarily contain a similar requirement. In a few states, legislation gives the planning commission unusual power in the consideration of amendments. In Tennessee, for example, an amendment disapproved by the planning commission can be adopted only by a majority of the entire membership of the legislative body. Other examples include Maine and New Jersey, in which a two-thirds vote of the legislative body is required to override planning commission disapproval, and Indiana, where a three-fourths vote of the city council is required. Recent Arkansas legislation gives the planning commission special power by providing that amendments may be adopted in only one prescribed manner. The first required step is a public hearing by the planning commission, following which the proposed ordinance may be approved by the commission in either the original or a modified form. The commission then certifies the ordinance to the legislative body. No other procedure, presumably including initiation of amendments by the legislative body, is authorized. What Is an Amendment? An amendment may be defined as a zoning change made by the legislative body while acting in its legislative capacity. The effect of zoning on any particular piece of property may be altered by administrative bodies, too. Thus, boards of appeals are usually given the power to grant variances. Planning commissions, boards of appeals, and occasionally even zoning administrators may be authorized to issue special use permits. But only the legislative body may make amendments. Unfortunately for simplicity of classification, the legislative body sometimes also makes other decisions relevant to zoning that are not amendments. In some states, legislative bodies may grant variances. Much more frequently, legislative bodies retain the power to pass on applications for special use permits. But since these decisions are made within the framework of the zoning ordinance as previously adopted rather than effecting changes in it, they are often said to be made by the legislative body in an administrative capacity rather than in a legislative one. We are accustomed to thinking of a zoning amendment as a change in the text of the ordinance or in the boundaries as shown on the zoning map. This is because, with only rare exceptions, every zoning regulation and zone boundary line is incorporated into the ordinance that is adopted by the legislative body. And any change in the ordinance is almost invariably made by the legislative body that enacted it. Few officials have expressed any interest in limiting this area of legislative jurisdiction by empowering administrative bodies to make changes. Those who have, though, can properly point out that the present extent of legislative jurisdiction is not inevitable. The question remains whether those who would restrict it can find an acceptable basis for assigning some of the decisions currently made by city councils to administrative bodies instead. Despite the volume and variety of building subject to regulation, traditional zoning ordinances provide administrative bodies few occasions for the exercise of discretion prior to issuance of a building permit. Unlike subdivision controls, which give planning agencies some discretion in applying subdivision standards to particular pieces of property, zoning is ordinarily self-executing. In theory anyway, the zoning ordinance contains a set of precise rules drafted in such a way that development is ordinarily possible without the exercise of any discretion in individual cases by enforcement officials. At the federal and state levels, the decision to impose intricate regulations on many complicated and differing activities virtually required delegation of discretionary power to administrators. On the local level, however, it is usually possible to impose even relatively complicated regulations without such delegation. And most early zoning was not complicated anyway. But there are still other reasons why zoning gave little power to administrators. A

governmental tradition â€" particularly strong at the local level â€" holds any avoidable delegation undesirable, since it removes decision making one step further from the people governed. This attitude has been and still is in many communities particularly strong with regard to land use regulations. Many people still accept controls over the use of property only grudgingly. Those who might oppose controls altogether under other circumstances rely on the accessibility of local elected representatives to assure that regulations will not be too strict. Perhaps most important of all in restricting administrative power has been the fact that members of administrative bodies â€" planning commissions and boards of appeals â€" are not usually experts. Though some members of these bodies have a great deal of experience in handling zoning problems, members are not usually chosen because of special knowledge or training. As a result, these bodies often have no greater competence to deal with zoning problems than do elected representatives. When decisions are made by them, the inevitable loss of direct accountability to the electorate is seldom even partially compensated for by expert, professional administration. Despite the large number of matters handled directly by the legislative body, there is ample precedent for allowing administrative bodies to make some important zoning decisions. Variances and exceptions are the best examples. Partly as a matter of convenience. The questions presented by an application for a variance are clearly not legislative. The board of appeals does not decide for itself the desirable yard width each time a variation of that width is requested. It merely applies in particular cases a policy that the council has previously adopted. But many councils find plenty of work just making genuine legislative decisions, which cannot be delegated. It is thus convenient to relinquish non legislative exceptions and variances to other bodies. There is also a second reason that variances and exceptions are not usually handled by the council. Certain decisions â€" and variances are among them â€" are not properly in the political sphere. Politics is not only irrelevant in reaching a decision on a variance but also can do great harm if not carefully excluded. The nearly universal condemnation of the legislative variance is in part an assertion that a legislative body is less likely than a nonlegislative one to stick closely to the relevant issues raised when a variance is requested. The administrative body, in other words, is just the more competent of the two to handle this particular type of problem. In fact, it usually seems that the distinction between amendments and all the miscellaneous variances and exceptions and special permits is one of the sharper distinctions we have in zoning. In most communities, that distinction remains sharp; variances and an occasional special exception are still the only instances of discretionary zoning decisions made by nonelected bodies. In many other communities, the parvenu special permit is becoming increasingly common, and with it the idea of administrative discretion is gradually becoming respectable in zoning. And the conditions that gave rise to the special permit are also causing some changes in the amending process in a few cities. It is possible to find situations â€" unusual, perhaps, but not unimportant â€" in which the distinction between amendments and the other procedural devices is not so distinct as we usually think it is. The traditional zoning ordinance establishes relatively few zones and allows a number of compatible land uses in each one.