

constitution, bylaws, and regulations, hereinafter mentioned, shall be an executive council consisting of a president, an honorary president, a number of vice presidents and honorary vice presidents to be determined by the constitution of the corporation, a secretary, a treasurer, and not less than twenty-four additional persons. The officers of the corporation and one-third of the other members of the executive council shall be elected at each annual meeting of the corporation: *Provided, however,* That the executive council may be authorized by the constitution of the corporation to elect the secretary and the treasurer of the corporation for specified terms and to fill vacancies until the next annual meeting of the corporation. The number of members of the executive council shall initially be forty-four, and the members of the said council shall initially be the persons whose names and addresses are set forth in section 341 of this title. (Sept. 20, 1950, ch. 958, § 3, 64 Stat. 870.)

§ 344. Principal office; territorial scope of activities

The corporation shall have its principal office in the District of Columbia and shall have the right to conduct its activities in the said District and at any other place or places in the United States.

(Sept. 20, 1950, ch. 958, § 4, 64 Stat. 871.)

NATIONAL HEADQUARTERS

Pub. L. 86-208, Aug. 25, 1959, 73 Stat. 431, provided: "That the American Society of International Law, incorporated by the Act entitled 'An Act to incorporate the American Society of International Law, and for other purposes', approved September 20, 1950 (Public Law 794, ch. 958, Eighty-first Congress, second session (64 Stat. 869)) [this chapter], is authorized to use the real estate described as lot 805 square 2512, situated in the city of Washington, District of Columbia, as the national headquarters of such society."

§ 345. Powers of corporation

The corporation shall have succession by its corporate name and shall have power to sue and be sued, complain and defend in any court of competent jurisdiction; to adopt, use, and alter a corporate seal; to choose such officers, managers, and agents as its business may require; to adopt, amend, apply, and administer a constitution, bylaws, and regulations, not inconsistent with the laws of the United States of America or any State in which the corporation is to operate, for the management of its property and the regulation of its affairs; to contract and be contracted with; to take and hold by lease, gift, purchase, grant, devise, or bequest, in full title, in trust, or otherwise, any property, real or personal, necessary for attaining the objects and carrying into effect the purposes of the corporation, subject however, to applicable provisions of law of any State (A) governing the amount or kind of real and personal property which may be held by, or (B) otherwise limiting or controlling the ownership of real and personal property by a corporation operating in such State; to transfer and convey real or personal property; to borrow money for the purposes of the corporation, and issue bonds therefor, and secure the same by mortgage subject in every case to all applicable

provisions of Federal or State laws; to publish a journal and other publications, and generally to do any and all such acts and things as may be necessary and proper in carrying into effect the purposes of the corporation.

(Sept. 20, 1950, ch. 958, § 5, 64 Stat. 871.)

§ 346. Liability for acts of officers and agents; agent for service of process

The corporation shall be liable for the acts of its officers and agents. It shall have in the District of Columbia at all times a designated agent authorized to accept service of process for the corporation; and notice to or service upon such agent, or mailed to the business address of such agent, shall be deemed notice to or service upon the corporation.

(Sept. 20, 1950, ch. 958, § 6, 64 Stat. 871.)

§ 347. Prohibition against issuance of stock, payment of dividends, or loans

The corporation shall not issue shares of stock, nor declare or pay dividends, nor make loans or advances to its officers or members of its executive council or any of them. Any member of its executive council who votes for or assents to the making of a loan or advance to an officer of the corporation or to a member of its executive council, and any officer or officers participating in the making of any such loan or advance, shall be jointly and severally liable to the corporation for the amount of such loan or advance until the repayment thereof.

(Sept. 20, 1950, ch. 958, § 7, 64 Stat. 871.)

§ 348. Books and records; inspection

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, executive council, and committees having any of the authority of the said council. It shall also keep at its principal office a record giving the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney, for any proper purpose, at any reasonable time.

(Sept. 20, 1950, ch. 958, § 8, 64 Stat. 872.)

§ 349. Repealed. Pub. L. 88-504, § 4(15), Aug. 30, 1964, 78 Stat. 637

Section, act Sept. 20, 1950, ch. 958, § 9, 64 Stat. 872, related to audit of financial transactions and report of such audit to Congress. See sections 1101 to 1103 of this title.

§ 350. Duration of corporation

The duration of the corporation shall be perpetual.

(Sept. 20, 1950, ch. 958, § 10, 64 Stat. 872.)

§ 351. Acquisition of assets and liabilities of existing association

The corporation may and shall acquire all of the assets of the existing unincorporated association known as the American Society of International Law, subject to any liabilities and obligations of the said association.