

shall, Texas; Leo M. Cadison, Asheville, North Carolina; Thomas F. Clear, Stamford, Connecticut; Earle T. Hawkins, Towson, Maryland; Carl B. Hyatt, Rockville, Maryland; Richard B. Kennan, Chevy Chase, Maryland; and Justin Miller, Pacific Palisades, California, are created a body corporate by the name of the National Conference on Citizenship (hereinafter referred to as the "corporation") and by such name shall be known and have perpetual succession and the powers and limitations contained in this chapter.

(Aug. 13, 1953, ch. 427, §1, 67 Stat. 562.)

SECTION REFERRED TO IN OTHER SECTIONS

This section is referred to in sections 432, 437 of this title.

**§ 432. Completion of organization**

The persons named in section 431 of this title are authorized to complete the organization of the corporation by the selection of officers and employees, the adoption of regulations and by-laws and the doing of such other acts as may be necessary for such purpose.

(Aug. 13, 1953, ch. 427, §2, 67 Stat. 562.)

**§ 433. Objects and purposes of corporation**

The objects and purposes of the corporation shall be—

(1) to hold annually a national conference on citizenship on or about "Citizenship Day", September 17;

(2) to assist in the development of more dynamic procedures for making citizenship more effective, including the promotion and encouragement of local, State, and regional citizenship conferences; and

(3) to indicate the ways and means by which various organizations may contribute concretely to the development of a more active, alert, enlightened, conscientious, and progressive citizenry in our country.

(Aug. 13, 1953, ch. 427, §3, 67 Stat. 562.)

**§ 434. Powers of corporation**

The corporation shall have power—

(1) to sue and be sued, complain, and defend in any court of competent jurisdiction;

(2) to adopt, alter, and use a corporate seal;

(3) to choose such officers, managers, agents, and employees as the business of the corporation may require;

(4) to adopt, amend, and alter bylaws and regulations, not inconsistent with the laws of the United States or any State in which such corporation is to operate, for the management of its property and the regulation of its affairs, including the establishment and maintenance of local and State conferences on citizenship;

(5) to contract and be contracted with;

(6) to take and hold by lease, gift, purchase, grant, devise, or bequest any property, real or personal, necessary for attaining the objects and accomplishing the purposes of the corporation, subject 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;

(7) to transfer and convey real or personal property;

(8) to borrow money for the purposes of the corporation, issue bonds therefor, and secure the same by mortgage, subject to all applicable provisions of Federal or State law;

(9) to use the corporate funds to give prizes, or awards, to citizens for outstanding contributions toward the achievement of the purposes of the corporation;

(10) to publish a magazine or other publication consistent with its corporate purposes;

(11) to use and display such emblems and badges as it may adopt; and

(12) to do any and all acts and things necessary and proper to carry out the objects and purposes of the corporation.

(Aug. 13, 1953, ch. 427, §4, 67 Stat. 562.)

**§ 435. Headquarters and principal office; territorial scope of activities; agent for service of process**

(a) The headquarters and principal offices of the corporation shall be located in the District of Columbia, or in the States of Maryland or Virginia, but the activities of the corporation shall not be confined to these places but may be conducted throughout the various States, Territories, and possessions of the United States.

(b) The corporation shall maintain at all times in the District of Columbia a designated agent authorized to accept service of process for the corporation, such designation to be filed in the office of the clerk of the United States District Court for the District of Columbia. Notice to or service upon such agent, or mailed to the business address of such agent, shall be deemed sufficient notice or service upon the corporation.

(Aug. 13, 1953, ch. 427, §5, 67 Stat. 563.)

**§ 436. Membership; voting rights**

Membership in the corporation shall be confined to agencies and organizations and the rights and privileges of membership shall, except as otherwise provided in this chapter, be prescribed by the bylaws of the corporation. In the conduct of the business of the annual national conference on citizenship each agency or organization sending delegates to, and participating in such conference shall have one vote.

(Aug. 13, 1953, ch. 427, §6, 67 Stat. 563.)

**§ 437. National officers**

(a) The national officers shall be a president, who shall serve as chairman of the board of directors and of the executive committee, a first vice president, a second vice president, a third vice president, a secretary, and a treasurer, to be selected from the officers and members of the member agencies or organizations participating in the conference.

(b) For the purposes of initiating the corporation, the national officers shall be elected within ten days of August 13, 1953, by the persons named in section 431 of this title, to serve until

the final session of the next following annual conference. Thereafter, the national officers of the corporation shall be elected biennially by a majority vote of the agencies and organizations sending delegates to, and participating in the annual conference, one vote to each such agency and to each such organization.

(Aug. 13, 1953, ch. 427, § 7, 67 Stat. 563.)

#### **§ 438. Board of Directors**

##### **(a) Composition**

From August 13, 1953, until the final session of the next following annual conference, the governing body of the corporation, which shall exercise the powers herein granted to the corporation, shall be the persons named in section 431 of this title and such additional persons as shall be named by them. Thereafter, the governing body of the corporation shall be a board of directors consisting of such number (not less than ten including ex officio members) as the bylaws may prescribe. The Board of Directors shall be selected from the officers or members of the member agencies or organizations participating in the conference.

##### **(b) Election**

The members of the board of directors shall be elected for such term as the bylaws shall prescribe by a majority vote of the agencies and organizations sending delegates to, and participating in the annual conference, one vote to each such agency and to each such organization.

##### **(c) Meetings**

The board shall meet at least once each year at such time and place as may be prescribed by the bylaws. The annual report of the board shall be presented at such meeting. Special meetings of the board may be called as prescribed by the bylaws.

##### **(d) Executive committee**

The board shall designate three of its own members, who together with the president and the three vice presidents shall constitute the executive committee which, when the board is not in session, shall have and exercise the powers of the board subject to its direction and have the power to authorize the seal of the corporation to be affixed to all papers which may require it.

##### **(e) Executive director; professional staff members**

An executive director for the corporation shall be selected by the executive committee in keeping with qualifications and terms of employment adopted by such committee. Other professional staff members shall be nominated by the executive director and approved by the executive committee.

(Aug. 13, 1953, ch. 427, § 8, 67 Stat. 564.)

#### SECTION REFERRED TO IN OTHER SECTIONS

This section is referred to in section 439 of this title.

#### **§ 439. Distribution of income or assets to members; loans**

(a) No part of the income or assets of the corporation shall inure to any member, officer, or director, or be distributable to any such person,

agency, or organization except upon dissolution or final liquidation of the corporation as provided in section 445 of this title. Nothing in this subsection, however, shall be construed to prevent the executive committee from adopting terms of employment of the executive director as prescribed by section 438(e) of this title.

(b) The corporation shall not make loans to its officers, directors, or employees. Any director who votes for or assents to the making of a loan to an officer, director, or employee of the corporation, and any officer who participates in the making of such loan shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

(Aug. 13, 1953, ch. 427, § 9, 67 Stat. 564.)

#### **§ 440. Nonpolitical nature of corporation**

The corporation, and its members, officers, and directors, as such, shall not contribute to or otherwise support or assist any political party or candidate for elective public office, nor advocate, sponsor, or promote legislation in the Congress of the United States or in the legislatures of the several States.

(Aug. 13, 1953, ch. 427, § 10, 67 Stat. 564.)

#### **§ 441. Liability for acts of officers and agents**

The corporation shall be liable for the acts of its officers and agents when acting within the scope of their authority.

(Aug. 13, 1953, ch. 427, § 11, 67 Stat. 565.)

#### **§ 442. Prohibition against issuance of stock or payment of dividends**

The corporation shall have no power to issue any shares of stock, nor to declare or pay any dividends, its objects and purposes being solely patriotic and educational.

(Aug. 13, 1953, ch. 427, § 12, 67 Stat. 565.)

#### **§ 443. Books and records; inspection**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the annual conference, the board of directors, and committees having any authority under the board of directors; and it shall also keep at its principal office a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote or his agent or attorney at any reasonable time.

(Aug. 13, 1953, ch. 427, § 13, 67 Stat. 565.)

#### **§ 444. Repealed. Pub. L. 88-504, § 4(18), Aug. 30, 1964, 78 Stat. 637**

Section, act Aug. 13, 1953, ch. 427, § 14, 67 Stat. 565, related to audit of financial transactions and report of such audit to the Comptroller General. See sections 1101 to 1103 of this title.

#### **§ 445. Use of assets on dissolution or liquidation**

Upon final dissolution or liquidation of the corporation, and after the discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets of the corporation