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CAPITOL, AUSTIN, TEXAS,
January 19, 1869.

Convention met pursuant to adjournment.

Roll called.

Quorum present.

Prayer by the Chaplain.

Journal of yesterday read and adopted.

Mr. Carter, from the Committee on Commerce and Manufactures, reported as follows :

COMMITTEE ROOM,
January 18, 1869.

Hon. E. J. DAVIS,
President of the Convention :

SIR: Your committee, to whom was referred the declaration of Mr. Flanagan in relation to incorporating the Texas Mutual Life Insurance Company, have examined the same, and finding that nothing more is asked by the incorporators than what is usual for the State to grant to such companies, instruct me to report a majority of said committee in favor of its adoption.

CARTER,
Chairman Committee.

A DECLARATION

To incorporate the Texas Mutual Life Insurance Company.

Be it declared by the people of Texas in Convention assembled :

SECTION 1. That T. W. House, W. R. Baker, Ed. Sharp, C. W. Hite, E. S. Graham, T. H. McMahan, W. H. Hawkins, A. R. Crow and A. J. Evans, or such of them, or as many of them, as shall act, their associates, successors and assigns, be and are hereby created a body corporate and politic by the name and style of "The Texas Mutual Life Insurance Company," with perpetual succession and full powers to contract and be contracted with, sue and be sued, and to acquire by purchase, deeds of conveyance, lease, or other lawful manner, and the same to have, hold, use and enjoy, any real or personal property, bonds, notes or other securities, for money,

which the board of directors of said company may deem advisable, in pursuance of the business of the company; and the same or any part thereof to sell, convey, lease, assign, transfer or otherwise dispose of; and to do and perform for the well-being of said company whatever shall lawfully pertain to such corporate bodies, and may have and use a corporate seal.

SEC. 2. That the capital stock of said company shall not exceed \$500,000 at the organization of the same, but may, at any time thereafter, be increased by the board of directors to not more than \$1,000,000.

SEC. 3. That the capital stock of said company shall be divided into shares of \$50 each, and which may be disposed of by the incorporators or board of directors, in such manner and on such terms as they may from time to time determine.

SEC. 4. That the above named incorporators, or as many of them as may act, and their associates or assigns, shall have power to organize said company in the city of Houston, county of Harris, and State of Texas, and shall constitute the first board of directors, and shall hold their offices until their successors are duly elected and qualified; may appoint a president of the board, secretary and treasurer, and such other officers and agents as may be necessary, and they shall have power to fill all vacancies; a majority of said board shall constitute a quorum to do and transact business. That after the organization of the company as above provided, the board of directors shall have power, before opening books for general subscription to the capital stock, and before any subscription shall be binding on the company, to require the payment to them of not more than twenty per cent. on each share subscribed, as may be required of them, and may have the residue subscribed, secured to their satisfaction, and which obligations shall be payable on call installments, and may be required to be renewed at any time for the whole or such part as the board of directors may determine; and it shall be the duty of the board of directors to give at least thirty days' notice, by mail or otherwise, to all shareholders whose residence is known to the company, of any call they may make for any payment of installment required which is unpaid; and if any stockholder shall fail to meet such call, or to secure the remainder, as aforesaid, it shall be lawful for the board of directors to sell such delinquent shares and transfer the same to the purchaser, or to declare them forfeited to the company, together with all previous payments thereon.

SEC. 5. The stock of this company shall be assignable and transferable under such rules and regulations as the company may establish or the directors adopt; but no transfer of stock shall be deemed valid and binding against the company, so long as the person transferring the same shall be indebted to the company, until the amount of such indebtedness is paid or secured, and the stock of every stockholder shall be considered and held as collateral security for the payment of any sum or sums which he or she may be indebted to the company by notes for stock or otherwise.

SEC. 6. The number of directors and the time of electing them shall be determined by the by-laws, rules and regulations which the company may adopt, and may be changed at the pleasure of the same. In all elections held by stockholders, each share to the number of twenty shall have one vote, and for each ten additional shares the owner shall be entitled to one vote in addition, but no person shall be entitled to vote who is not at the time a *bona fide* stockholder, or whose stock has not been regularly transferred upon the books of the company, and shares may be voted upon by the executor or administrator of a deceased owner, or by proxy.

SEC. 7. That the president and directors for the time being shall have power to appoint such officers and agents under them, and at such places as they shall deem necessary and proper for transacting the business of the company, and to allow such compensation as may be agreed upon, and to require and to take bond and security for the faithful discharge of their respective duties and trusts; and the said board of directors shall have power to make such by-laws and adopt such regulations for the government of the corporation, its agents and business affairs, as they may deem necessary, and may repeal, alter or amend the same at pleasure.

SEC. 8. The president and directors, for the time being, shall have power and authority in the name and for the benefit of the company, to take risks and effect insurance on lives, single or joint, of males or females, by sea or water, or on land, for any time, or for the whole period of natural life, and to contract for, grant, and sell annuities, and to make all kinds of contracts in which casualties to life are involved; likewise to insure against accidents from any external causes producing death, or any personal injury whatever; issue evidences of insurance against bodily accidents and injury; pay compensation therefor as may be contracted for and specified in the terms of the policy; and every such contract, bargain, evidence, agreement, or policy, made by said corporation, shall be in writing

or in print, and shall be signed by the president and secretary, but no such contract shall be binding upon the company until countersigned by the agent taking the risk.

SEC. 9. That it shall be lawful for any married woman, with the consent of her husband, by herself and in her name, or in the name of any third person, with her assent and that of her husband as her trustee, to cause to be insured for her sole use and benefit the life of her husband for any definite period, or for the term of his natural life, or against accidents resulting in personal injury, causing him to be permanently or partially disabled or injured; and in case of such wife surviving her husband, and the policy becoming due and payable, according to the terms of the insurance, shall be payable to the wife, for her sole use and benefit, free from the clauses of the representatives of the husband or of any of his creditors. In case of the death of the wife before the decease of the husband, then and in that case the amount of the insurance shall be payable after death to her children, or if under age, to their guardian for their use.

SEC. 10. That the President and Board of Directors shall have power to borrow money to an amount not exceeding the capital stock actually taken, and at a rate of interest not exceeding ten per cent. per annum, and to issue stock or bonds for the payment of the same; and any part of the assets of said corporation may be mortgaged or pledged for the payment of such indebtedness, principal and interest; and the Board of Directors shall have power to loan or invest any portion of the unemployed capital of said corporation in such manner, on such terms of discount and interest, and on such security as they may determine and authorize, not inconsistent with the laws of the State.

SEC. 11. That whenever said corporation shall be notified of any loss by injury or death occurring on any of the policies or evidences of insurance granted or issued by the authority of the same, and on which they are legally liable, it shall be the duty of said corporation to pay the amount so insured in accordance with the terms, agreements and conditions of such policies or evidences of insurance within ninety days after such notification; and the Board of Directors may require such evidence and proof of death or injury as they may deem proper and conclusive before paying such loss; *Provided, always,* That in all cases where there has been no violation on the part of the assessed of any of the conditions of the policy or evidence of insurance; and the Board of Directors may attach such

conditions to their policies or evidences of insurance as they may deem right and proper for the good of the company and the assured.

SEC. 12. That it shall be lawful for the Board of Directors to issue participating policies, in which the assured will receive an equitable proportion of profits, payable annually after five years from the date of the policy, and which profits shall be predicated upon the annual premiums received from the assured, and shall not amount to more than fifty per cent. of the annual rates as shown by the Carlyle tables of mortality; and if, in the opinion of the said Board of Directors, or their successors or assigns, the assent of a majority of the stockholders having first been obtained, it shall be deemed expedient to issue policies only and exclusively on the mutual plan, where all the net profits will be divided among the policy holders or members, then the original capital shall be refunded with interest, as the Board may order, to the original stockholders, their assigns, administrators, heirs or legal representatives; and such returned amounts, with interest, shall be in lieu for such stock originally issued to said stockholders, and they shall, in that case, surrender their stock certificates, and the same shall be canceled and destroyed, and the business of the company shall then be carried on on the plan of mutual life insurance, in which all the assured shall equally participate in the profits, losses, management and supervision of said corporation.

SEC. 13. That it shall be lawful for any person or persons, male or female, to insure the life of himself or themselves, or of any other person or persons, male or female, with his or their assent, for his and their own use and benefit, or that of their representatives, heirs or assigns for any period.

SEC. 14. Nothing in this ordinance shall be construed to authorize said corporation to engage in the business of circulating bank notes or other paper as a circulating medium.

SEC. 15. None but citizens of this State shall be entitled to the position of director in this company, and all such persons (directors) must be stockholders therein.

SEC. 16. That this ordinance shall take effect and be in force from and after its passage.

Mr. Patten moved a suspension of the rules to take up the resolution.

Rules suspended.

The question recurring upon the adoption of the resolution.

It was adopted.

Mr. Patten moved a further suspension of the rules to put the resolution on its final passage.

Rules suspended.

Declaration read third time and passed.

Mr. Newcomb moved that Messrs. Thomas and M. C. Hamilton be added to the Committee on Constitution.

Carried.

Mr. Buffington moved that Mr. McCormick be added to the Committee on Constitution.

Mr. McCormick desired to be excused from service.

Mr. Williams, on motion, was added to the Committee on Constitution.

Mr. Munroe rose to a question of personal privilege, and denied the allegations made by Mr. Gaston, in his speech.

Mr. Thomas, from the Special Committee on the Mileage of Delegates and Officers, by permission, reported as follows:

COMMITTEE ROOM,
Austin, January 18, 1869.

Hon. E. J. DAVIS,
President of the Convention:

SIR: The Special Committee appointed to consider and report upon the several resolutions relating to the subject of mileage of members, the per diem of members who had been absent, or have during the late or present session, and the proposed mileage of certain officers of this body, have had the same under consideration, and beg leave to report the declaration introduced by the gentleman from Collin touching the first matter, and recommend its adoption.

In regard to absent members, whether with or without leave, your committee advise strict adherence to the rule adopted on this subject during the summer session; and as to granting mileage to any officer, unless ordered upon duty at a distance during the session of the Convention, your committee hopes that no such precedent will be established by this body.

Respectfully submitted.

A. M. BRYANT,
JAS. W. THOMAS,
M. C. HAMILTON.

DECLARATION.

WHEREAS, There has been no rule for determining the mileage to which members of this Convention may be entitled; and

Whereas, the assessors and collectors of the various counties of the State are entitled to mileage from the county seats of their respective counties to the capital upon the annual settlement of their accounts; and

Whereas, the distances allowed assessors and collectors in computing their mileage have the sanction of the State government since the establishment of the capital at Austin, and are believed to be just;

Be it therefore declared as the sense of this Convention, That mileage should be computed over the nearest traveled route between two given points, and that the schedule of distances established at the treasury in its settlement with the revenue officers of the State government, be and the same is hereby declared to be the standard and rule by which the mileage of the members of this Convention shall be determined, as well for the past as the present and future portions of the session; and it is hereby made the duty of the Controller of Public Accounts to adjust the mileage of this Convention accordingly.

Mr. Patten moved a suspension of the rules to take up the declaration reported by the committee.

The Convention refused to suspend the rules.

Mr. Gray introduced the following resolution, and asked its reference to the Committee on General Provisions:

Resolved, That no declaration or resolution, except for the purposes set forth in the acts of Congress, has any force as a law until approved by the commanding general or ratified by the people.

It was so ordered.

Mr. Smith introduced two declarations, and to incorporate the Firemen's Insurance Company and the Beaumont and Galveston Railroad Company, and asked that they be read by caption and referred to the Committee on Internal Improvements.

It was so ordered.

Mr. Hamilton of Travis introduced a declaration to incorporate the Austin Home Insurance Company, and asked that it be read by caption and referred to the Committee on Judiciary.

It was so ordered.

Mr. Horne introduced a declaration to incorporate the Galveston Fire and Marine Insurance Company, and asked it be read by caption and referred to the Committee on Internal Improvements.

It was so ordered.

Mr. McWashington introduced the following declaration, and asked its reference to the Committee on Judiciary:

DECLARATION

Repealing an act to incorporate the Central Transit Railroad Company.

SECTION 1. *Be it declared by the people of the State of Texas in Convention assembled,* That chapter 162 of the special so-called laws of the so-called Legislature of 1866, entitled "An act to incorporate the Central Transit Railroad Company," of which the notorious and unmitigated rebels, Duff Green, G. W. Carter and Pryor Lea are incorporators, be and the same is hereby repealed.

SEC. 2. This declaration shall be in force from and after its passage.

It was so ordered.

Mr. Gray introduced the following resolution, and asked its reference to the Committee on Judiciary:

Resolved, That all declarations creating charters and appropriating either money or land, shall be separately submitted to the people for their ratification or rejection, when the constitution is submitted to the registered voters.

It was so referred.

Mr. Stockbridge introduced a declaration, and asked it be read by caption, and be referred to the Committee on Internal Improvements.

It was so ordered.

The president announced the business in order was a declaration attaching portions of Gaudalupe county to Wilson county, and changing the name of Wilson county to Cibolo county, the question being upon its final passage.

The question recurred upon the final passage of the declaration.

It was read a third time and passed.

The president announced that the next business in order was the

resolution* reported from the Committee of the Whole respecting a division of the State, the question being on its third reading.

Mr. Hamilton of Bastrop moved the previous question.

Previous question seconded.

Mr. Thomas moved to lay the resolution on the table.

Mr. Degener moved a call of the House:

Call sustained by the following members:

Messrs. Degener, Board, Harris, Adams, Long, Lippard, Bledsoe, Bryant of Harris, Curtis, Kendal, Mullins, Gray, Downing, Hunt, Patten, Butler, Hamilton of Bastrop—17.

On motion Mr. Armstrong of Lamar was excused for to-day.

Absentees—Fleming and Evans of Titus.

Mr. Patten moved the call of the House be suspended.

Carried.

The President announced that the hour had arrived to take up the declaration respecting the New Orleans, Mobile and Chattanooga Railroad Company, made the special order for to-day at eleven o'clock A. M., the question being on its third reading.

Mr. Flanagan moved the previous question.

Previous question seconded.

Mr. Thomas moved to lay the declaration on the table.

Upon which the yeas and nays were demanded, and resulted thus:

Yeas—Messrs. Armstrong of Jasper, Bellinger, Bledsoe, Bryant of Grayson, Carter, Evans of Titus, Fleming, Gray, Hamilton of Travis, Jordan, Leib, McCormick, Morse, Pedigo, Posey, Rogers, Scott, Thomas, Wilson of Brazoria—19.

Nays—Messrs. President, Adams, Bell, Board, Bryant of Harris, Butler, Cole, Curtis, Degener, Downing, Evans of McLennan, Fayle, Flanagan, W. Flanagan, Gaston, Hamilton of Bastrop, Harris, Harn, Hunt, Johnson of Harrison, Kealy, Keigwin, Kuechler, Lippard, Long, Mackey, McWashington, Mullins, Munroe, Newcomb, Patten, Phillips of San Augustine, Ruby, Schuetze, Slaughter, Smith, Sorrell, Stockbridge, Sumner, Varnell, Vaughan, Whitmore, Williams, Wilson of Milam, Wright—45.

So the Convention refused to lay on the table.

The question recurred, "Shall the main question be now put?"

Upon which the yeas and nays were demanded, and resulted thus:

* For resolution see page 106.

Yeas—Messrs. President, Adams, Bell, Board, Brown, Butler, Cole, Curtis, Degener, Downing, Evans of McLennan, Flanagan, W. Flanagan, Hamilton of Bastrop, Horne, Hunt, Johnson of Harrison, Keigwin, Kendal, Kuechler, Lippard, Long, Mackey, McWashington, Mullins, Munroe, Newcomb, Patten, Ruby, Slaughter, Smith, Sorrell, Sumner, Varnell, Vaughan, Williams, Wilson of Milam, Wright—38.

Nays—Messrs. Armstrong of Jasper, Bellinger, Bledsoe, Bryant of Grayson, Burnett, Carter, Evans of Titus, Fayle, Fleming, Gaston, Gray, Hamilton of Travis, Harris, Jordan, Kealy, Leib, McCormick, Morse, Mundine, Pedigo, Phillips of San Augustine, Posey, Rogers, Schuetze, Scott, Stockbridge, Thomas, Wilson of Brazoria—28.

So the main question was ordered.

The question recurred upon the final passage of the declaration.

Upon which the yeas and nays were demanded, and resulted thus :

Yeas—Messrs. President, Adams, Bell, Board, Bryant of Harris, Buffington, Butler, Burnett, Cole, Curtis, Degener, Downing, Evans of McLennan, Evans of Titus, Fayle, Flanagan, W. Flanagan, Hamilton of Bastrop, Harris, Horne, Hunt, Johnson of Harrison, Jordan, Keigwin, Kendal, Kuechler, Lippard, Long, Mackey, McWashington, Mullins, Munroe, Newcomb, Patten, Ruby, Schuetze, Slaughter, Smith, Sorrell, Sumner, Varnell, Vaughan, Whitmore, Williams, Wilson of Milam, Wright—46.

Nays—Messrs. Armstrong of Jasper, Bellinger, Bledsoe, Brown, Bryant of Grayson, Carter, Fleming, Gray, Hamilton of Travis, Kealy, Leib, McCormick, Morse, Pedigo, Phillips of San Augustine, Posey, Rogers, Scott, Thomas, Wilson of Brazoria—20.

So the declaration was adopted.

Mr. Evans of Titus moved a reconsideration of the vote adopting the declaration:

Mr. Flanagan moved to lay the motion to reconsider on the table.

Mr. Thomas moved a call of the House.

Call sustained by the following delegates :

Messrs. Bryant of Grayson, Posey, Hamilton of Travis, Evans of Titus, Bellinger, Scott, Armstrong of Jasper, McCormick, Morse, Bryant of Harris, Gray, Board, Thomas, Kealy—15.

Mr. McCormick moved the Convention adjourn till ten o'clock to-morrow morning.

Upon which the yeas and nays were demanded, and resulted thus :

Yeas—Messrs. Armstrong of Jasper, Bell, Bellinger, Bledsoe, Brown, Bryant of Grayson, Evans of Titus, Fleming, Gaston, Gray, Hamilton of Travis, Harris, Kealy, Keigwin, Leib, McCormick, Morse, Munroe, Pedigo, Phillips of San Augustine, Posey, Schuetze, Scott, Sorrell, Stockbridge, Thomas, Varnell, Vaughan, Watrous, Williams, Wilson of Brazoria, Wright—32.

Nays—Messrs. President, Adams, Brown, Bryant of Harris, Buffington, Butler, Burnett, Carter, Cole, Curtis, Degener, Downing, Evans of McLennan, Flanagan, W. Flanagan, Hamilton of Bastrop, Horne, Hunt, Johnson of Harrison, Jordan, Kendal, Kuechler, Lippard, Long, McWashington, Mullins, Newcomb, Patten, Rogers, Ruby, Slaughter, Smith, Sumner, Whitmore, Wilson of Milam—35.

So the Convention refused to adjourn.

Absentees—Messrs. Horne, Mackey, Mundine.

Mr. Johnson of Harrison moved a suspension of the call.

Motion sustained.

The question recurred, "Shall the motion to reconsider the vote adopting the declaration be laid on the table?"

Upon which the yeas and nays were demanded and resulted thus:

Yeas—Messrs. Adams, Bell, Board, Bryant of Harris, Buffington, Butler, Cole, Curtis, Degener, Downing, Evans of McLennan, Flanagan, W. Flanagan, Hamilton of Bastrop, Horne, Hunt, Johnson of Harrison, Keigwin, Kendal, Kuechler, Lippard, Long, McWashington, Mullins, Munroe, Newcomb, Patten, Ruby, Slaughter, Smith, Sorrell, Sumner, Varnell, Vaughan, Whitmore, Williams, Wilson of Milam, Wright—38.

Nays—Messrs. President, Armstrong of Jasper, Bellinger, Bledsoe, Brown, Bryant of Grayson, Burnett, Carter, Evans of Titus, Fayle, Fleming, Gaston, Gray, Hamilton of Travis, Harris, Jordan, Kealy, Leib, Mackey, McCormick, Morse, Pedigo, Phillips of San Augustine, Posey, Rogers, Schuetze, Scott, Stockbridge, Thomas, Wilson of Brazoria—30.

So the motion to reconsider was laid on the table.

Mr. Hamilton of Travis moved that Mr. Evans of Titus be added to the Committee on Judiciary.

Carried.

On motion the Convention adjourned till to-morrow morning at ten o'clock.

2D SESS.—21