

10-1-1958

## Corporations—Religious Corporations—Election of Rector

Buffalo Law Review

Follow this and additional works at: <https://digitalcommons.law.buffalo.edu/buffalolawreview>



Part of the [Business Organizations Law Commons](#)

---

### Recommended Citation

Buffalo Law Review, *Corporations—Religious Corporations—Election of Rector*, 8 Buff. L. Rev. 98 (1958).

Available at: <https://digitalcommons.law.buffalo.edu/buffalolawreview/vol8/iss1/46>

This The Court of Appeals Term is brought to you for free and open access by the Law Journals at Digital Commons @ University at Buffalo School of Law. It has been accepted for inclusion in Buffalo Law Review by an authorized editor of Digital Commons @ University at Buffalo School of Law. For more information, please contact [lawscholar@buffalo.edu](mailto:lawscholar@buffalo.edu).

Although the traditional method is to vest the business of a corporation in the board of directors,<sup>23</sup> there was no reason, in the absence of contrary public policy, why the membership through its by-laws could not place restrictions upon the directors in addition to the provisions of the statute,<sup>24</sup> particularly in a matter of such importance as the leasing of real property for long periods of time.

#### Religious Corporations—Election of Rector

Culminating a long controversy concerning the Holy Trinity Episcopal Church in New York City, the vestry of that church purportedly met and elected a new rector. The validity of that election depended on whether there was a valid quorum, which in turn depended on what law applied. The statutory quorum requirements<sup>25</sup> were not satisfied, although those of the canon law of the church were. Restricting itself to a construction of the statute, and thus not reaching the constitutional issue of the power of the state to regulate religious affairs,<sup>26</sup> the Court held that the legislature did not intend that the statute should apply to elections of new ministers,<sup>27</sup> a conclusion evident both from the provision that the vestry could elect a rector "subject to the canons of the Protestant Episcopal church"<sup>28</sup> and from the disclaimer in the general article of the Act of any intent that the Act should authorize any election.<sup>29</sup>

#### Consent of Political Party Chairman to Formation of New Political Membership Corporation

Section 10 of the Membership Corporation Law provides for the incorporation of political clubs subject to the approval of a justice of the Supreme Court of the judicial district in which the office of the corporation is to be located. In addition, the statute declares that if the name of the proposed political organization includes the name of a political party, the consent of the chairman of the county committee must be given, except in cases where the Supreme Court should find the withholding of such consent to be unreasonable. In *In re Roosevelt*,<sup>30</sup> the Court of Appeals, per curiam, found the refusal of the county chairman to indorse the incorporation of the "Metropolitan Republican Club" to have been reasonable on the facts and thus denied approval for the requested incorporation.

---

23. N. Y. GEN. CORP. LAW, §27.

24. Corporations may make by-laws not inconsistent with law. N. Y. GEN. CORP. LAW, §14, N. Y. MEM. CORP. LAW, §20.

25. N. Y. REL. CORP. LAW, §42 (1919).

26. The Appellate Division had intimated that if this statute regulated the election of a new minister in the situation of this case, it would be without the state's constitutional power. See *Rector v. Mellish*, 4 A.D.2d 256, 259-261, 164 N.Y.S.2d 843, 848-849 (2d Dep't 1957).

27. *Rector v. Mellish*, 3 N.Y.2d 476, 168 N.Y.S.2d 952 (1957).

28. N. Y. Rel. Corp. Law, §42 (1919).

29. N. Y. Rel. Corp. Law, §25 (1895).

30. 4 N.Y.2d 19, 171 N.Y.S.2d 841 (1958).