

FACTS FOR SHAREHOLDERS

OF THE

Watch Tower Bible and Tract Society

"What doth the Lord require of thee, but to do justly, love mercy, and walk humbly with thy God?"

November 15

Brooklyn, New York

1917

THIS PAPER is issued for the purpose of assisting the friends in expressing their views and wishes properly with sufficient knowledge at the January election at Pittsburgh, so as to place the responsibility upon each individual, where it should properly belong.

It is also intended to have the same purpose and effect with reference to the voices of the Classes which are to be heard on November 21, 1917.

The "ousted" Directors desire merely to fulfill their responsibility to the Lord and the brethren, so that the mouths of the friends may be stopped as against them hereafter. It is a legal maxim that a man intends the consequences of his acts, and it is presumed that the friends of the Truth likewise intend the consequences of the action they are about to take. Such being the case, they must each one bear the responsibility for his own decision in the matter.

PROXIES

The Pennsylvania statute authorizes voting by proxy. A form for use in voting by proxy is furnished herewith. The proxy sent out by the present management of the Society is *not* correct. The Pennsylvania Statute requires a *witness* to the signature of the person executing the Proxy, and there is no place indicated for the signature of the witness on that form. The forms issued herein will be found legal and effective and can be filled in with safety. *A Proxy in Pennsylvania is valid for only two months from its date, therefore any Proxy dated prior to Nov. 5, 1917, will be invalid!*

A LATER PROXY REVOKES AN EARLIER ONE

A Proxy dated subsequently would, if presented for voting, be proper and valid and would revoke the former Proxy if already executed and delivered.

If any one gives a Proxy for the meeting, and then attends in person, the Proxy is superseded and revoked by the presence of the voter himself, who must then do his own voting.

The Proxy sent out with Nov. 1 TOWER is one which permits the person voting for another to disregard his wishes. It permits the one holding the Proxy to vote at the Annual Meeting, or at any adjourned or subsequent session of the Annual Meeting for the election of Directors or Officers, as the person holding the Proxy may decide.

An ordinary Proxy gives only the right to vote at Annual Meetings for Officers and Directors, and things incidental thereto. We furnish two Proxies, either one of which may be used, but not both by the same individual. One gives complete discretion to the one designated to act, the other gives the special and particular authority to vote for particular persons only. A Proxy may be given, of the latter kind, restricting the agent to act as directed, or not at all. The friends will make their own choice. This latter method is the one always suggested by Bro. Russell for Church matters. Each voter, that is, each person having donated ten dollars at any time or larger sums, is entitled to one vote for each ten dollars. *He cannot be deprived of his vote or votes lawfully!* Each shareholder is entitled to a certificate

showing the number of shares he may vote.

DIRECTORS NEED NOT BE RESIDENTS OF PENNSYLVANIA

The Pennsylvania statute laws concerning corporations which require that three Directors of such corporations shall be residents of Pennsylvania, after a careful examination and study of the Pennsylvania decisions, do not apply to the Watch Tower Bible and Tract Society, therefore the share-

SEVENTH PAPER

with reference to

"HARVEST SIFTINGS"

This Paper Contains

INSTRUCTIONS

as to

Rights, Privileges, Suggestions and Duties

Pertaining to the

ELECTION

of the

Watch Tower Bible and Tract Society at Pittsburgh

January 5th, 1918

Also Some Interrogation Points and Forms
for Voting by Proxy

holders are not restricted in voting for Directors to vote for brethren who reside in Pennsylvania. The Watch Tower Society is *not a religious Society for public worship*, such as a Church, but is a business corporation, not for profit, and statutes requiring religious corporations of that nature to have three Directors in Pennsylvania do not apply. The statute requiring one-third of the Directors of certain companies to live in that State does not apply to the Society, and section six of the corporation law, requiring three of the original subscribers to live in Pennsylvania, does not require the Society to have three local Directors.

THE RIGHT TO VOTE

The right to vote is a Charter right, and such right cannot lawfully be taken away by means of a by-law! A by-law may be made *regulating* the right to vote, but may not *take away* that right.

It is unlikely that enough people would desire to vote as to the management of the Society, having the right to do so, who are not believers in the Present Truth to make them dangerous to the Society; nevertheless, recognizing the spirit of the by-law (which the President of the Society says exists), prohibiting those out of harmony with the Society from voting, *we advise that all who conscientiously believe themselves in harmony with the purposes which have been set forth for years on page two of "The Watch Tower" under the caption, "This Journal and its Sacred Mission," are fully qualified to vote at the election within the spirit and letter of the by-law, and to answer "yes" to the question on Proxy furnished with the Nov. 1, 1917, Tower.*

Such may, of course, also conscientiously say that they believe the Society is the Lord's agent in the execution of the Harvest work, until the shareholders themselves decide at some time in the future to change the policy of the Society. Surely, one man such as Bro. Rutherford cannot be the Society, and all the shareholders the followers of his will or cajolery, unless they decide for themselves to do so, and unless they have so decided, and they cannot do so until Jan. 5, 1918, by a shareholders' vote at the Annual Meeting—because they are the Society!

The Society has a right to close its books a reasonable time before election (viz., Dec. 10, 1917), so as to enable the Secretary to ascertain how many votes each one is entitled to cast; but the Society has no right to say that no one may vote unless the Secretary endorses him and says he may do so.

The Secretary must be prepared at the place of election with a voting list and the books of the Society. The books are the test of the right to vote as of the 10th day of December. Any one can see that this is true, because if a person votes personally he will go to the meeting and not send himself to Bro. Van Amburgh at Brooklyn on Dec. 10, 1917. He could not be required, either, to send his Proxy to Brooklyn. The Inspectors may at the meeting check his right to vote as the books stood on Dec. 10 previously.

Had the certificates been sent out as they were last year, the voting would have been more simple. The method now suggested will work, if adopted, to take the control from the friends.

The friends all know how many votes they were entitled to last year and how much more they have donated since then, and so each knows the shares he or she may vote.

The Classes, if they adopt the suggestion in the Nov. 1, 1917, "Watch Tower," will vote to suggest their preferences on Nov. 21, 1917. This Class-vote of those professing consecration *has nothing to do legally with the Society. No one is a member of the Society except he has voting shares.* The Society is a *business corporation*, not for profit, and is a creation of the law of Pennsylvania, and *is not* (legally) a religious corporation!

There possibly is no objection to sending the Proxy to Brooklyn to be checked by the Secretary, but if a Brother or Sister does not receive his Proxy again in time to deliver it to the brother who expects to go to the Annual Meeting from his own Class or county or State, he may execute a new Proxy and date it later than the earlier one, and the

later will be the lawful one, and the Inspectors of Election should so decide.

It will be entirely proper for all the consecrated in the Present Truth to answer "YES" to the question on the Proxy, as the President has *no right to impose such a condition in such a way; and he is not the Society—or Channel!*

It looks like a studied effort to exclude any from voting who do not agree with the three principal brethren who have subverted affairs by force and craft.

INSPECTORS OF ELECTION

The law requires that the ballots be taken by Inspectors of Election. The law requires that they make oath to execute the office properly. These Inspectors should be selected by the vote of the Shareholders present, voting either in person or by Proxy. The Inspectors must receive the vote and do the deciding. The books must show who may vote and how many shares. If any Shareholder is able to demonstrate to the Court of the State of Pennsylvania that the Election is to be conducted fraudulently or by force, the law provides that he may apply by Bill in Chancery to the Court to designate a Master in Chancery to conduct the election. It might be well for the friends to select two lawyers, brethren, to act as Inspectors of Election, or one lawyer and another brother, but both, of course, should be disinterested personally.

There Were No Vacancies in the Board of the W. T. B. & T. Society—Hence There Was No Room for New Directors

"Harvest Siftings," No. 2 (page 1), states that the four Directors were not legal members of the Board. *This statement, we believe, to be untrue. In fact, we are sure it is untrue!*

The Pennsylvania statute holds that "in case of the death, removal or resignation of the President or any of the Directors, Treasurer or other officer of any such company, the remaining Directors may supply the vacancy thus created, until the next election."

The Pennsylvania Courts have held that "Directors appointed to fill vacancies hold until their successors are elected!"

Bro. Rutherford states in the Nov. 1, 1917, "Watch Tower" (page 328, col. 2, par. 2 and 3) that after the original Board of Directors was chosen (in 1884) there never was an election of Directors. He says "Successors to those original Directors were never elected by the shareholders."

The Pennsylvania Courts have expressly held that as the statute in that State provides that the Directors or Trustees shall be chosen annually by the stockholders or members at the time fixed by the by-laws and *shall hold their office until others are chosen and qualified in their stead*, that that means until an election for Directors has been held.

The case of Pennsylvania Milk Producers' Assn. vs. First Natl. Bank (20 Pa. C. C. 540) expressly holds that "Directors appointed to fill vacancies hold until their successors are elected."

The Courts of Pennsylvania hold that Directors hold over until an actual valid election takes place, even though the time for the election for Directors may have passed by.

It is general, also, in the various States that "hold-over" Directors may hold meetings, fill vacancies in the Board and vote to sell property, the same as though regular elections had been held. (See Kent Co. Agricul. Society vs. Houseman, 81 Mich. 609.)

The text books, too, on the subject say that the old Directors continue in office until their successors are duly elected. (See Cook on Corporations, 7th Ed., Sec. 624.) Section 61, act of 1891, of the Penna. Corporation Law says that "the Directors shall be chosen annually at the time fixed by the by-laws, and *shall hold their office until others are chosen and qualified in their stead.* Hold-over Directors must perform the duties enjoined by the law as regularly elected Directors. (See Kenard vs. Wood, 130 Pac. R., 194; Cook on Corp., Sec. 713, 7th Ed.)

The fact that these hold-over Directors were appointed by

Directors to fill vacancies at meetings out of the State of Pennsylvania does not disqualify them, because the statute law of that State provides that where any company has been incorporated under the laws of that State, and a majority of the Directors, corporators or stockholders thereof are citizens of any other State, said corporations may be organized, and all the meetings of such corporators, Directors or stockholders held in such place, whether in the State of Pennsylvania or elsewhere, as such majority, may from time to time appoint; Provided, however, that the ANNUAL ELECTION for officers of such corporation shall be held in the State of Pennsylvania at such time and place, and upon such notice, by publication in the newspapers of that State, as the by-laws of such corporation may from time to time determine. Sec. 1, P. L. 1866.

So we see that as long as the annual stockholders' meeting is held annually at Pittsburgh the Directors' meetings may be held in Brooklyn, if the majority of the Directors live there. Therefore there could have been no reason to attempt to fill vacancies for this alleged cause.

In such a case, while the Directors are not the corporate body of the Society, they may act as agents of the Society when acting as a body beyond the bounds of Pennsylvania, where the corporation exists, and by the statute may fill up vacancies in their own number until the next election—not merely until the time for the next election takes place, but is a valid election.

As we have seen, we have Bro. Rutherford's own statement in "The Tower" of Nov. 1, 1917, that there never was any election for Directors after the Board was originally organized, so according to the statute and

Court decisions the Directors of the Board, as constituted on June 20, 1917, were valid officers of the Society duly qualified to act and *there were no vacancies.*

Even if it were true, which it is not, that there were any vacancies such as stated by Bro. Rutherford, he himself, after meeting with the Board and recognizing the individuals as members thereof, could himself be estopped from questioning their authority; then, too, "a person who participates in a Directors' meeting held out of the State (N. J.) cannot object to it on that ground." (Wood vs. Bing, 21 Atl. 574, See Cook vs. Corp. 713 a.) Bro. Rutherford participated in many Directors' meetings in Brooklyn of the Society, and he participated in the election of Bro. Hirsh to fill the vacancy caused by the resignation of Bro. Rockwell this year, and Bro. Rutherford is not permitted to question it in law and *we must all agree that such inconsistency on his part is not at all commendable!*

With the foregoing in mind, knowing as we now do that *there were no vacancies* in the Board of Directors, we are

prepared to realize that the following statement on page 1, "Harvest Siftings," No. 2, Col. 2, is not true. The statement as made was:

"The real issue is: Was the President justified in appointing 'four members of the Board of Directors, which he did on 'the 12th day of July, 1917, to fill vacancies then existing, and to hold office until the next annual election to be held 'by the shareholders on the 5th day of January, 1918?'"

All can readily see that the President is establishing a false premise, because the real issue was the question: *Were there any vacancies to be filled at all?* and we can answer the question in the negative.

Supposing it had been true that there had been vacancies in the Board to be filled, was Bro. Rutherford justified in deciding that such vacancies existed and to so act?

We have seen that having recognized these Directors he

could not himself repudiate them, but additionally we find that while the Charter authorizes the President to appoint, when the Directors do not do so after thirty days, we know that this could not possibly mean that the President could act secretly and make such appointments when the *alleged vacancies were not apparent to the Directors*, so that they could first elect to act or not to act and thus fill the vacancies if they wished.

Surely the Shareholders would have preferred to act according to the plans outlined in various ways by Bro. Russell, particularly as expressed in such legal matters as the Charter of the Society; but all can see that if the legality of the contents of the Charter and other papers are to be questioned by the President, it then becomes necessary to follow what is legal to the exclusion of that which is not so.

Bro. Rutherford acted on the advice of his Philadelphia law-

yer and states that the provision in the Charter that the Directors shall hold office for life is illegal and that they must be elected annually. His lawyer went on to say that "any provision of the Charter which is contrary to the statute will be disregarded, and that part of the Charter which is in harmony with the statute will be upheld." Turning, then, to the statute of Pennsylvania we find that the statute says that in case of the death, removal (viz., lawfully) or resignation of the Directors, the *remaining* Directors may supply the vacancy thus created until the next election. We find then that the statute only permits the remaining Directors to fill the vacancies. As this can be done only where a majority of the Board exists to constitute a quorum and as a minority cannot fill vacancies, because a quorum is necessary, we see that where less than the majority acts a Shareholders' meeting must be called to elect them, and the courts have so decided in other cases.

Strictly, then, the Charter provision that the President shall appoint is contrary to the statute and so, on those decisions,

PREFATORY

IF THE Shareholders desire to defeat the present President and Treasurer and any of the pseudo Board of Directors in disapproval of the present temporary management, they should remember that scattered votes will never accomplish the purpose. As many will always vote for those in power, we therefore suggest that the Lord may have indicated to us at the time of our Pastor's death by the association and presence with him of Brother Menta Sturgeon, that he would make a satisfactory President. We suggest, therefore, that Brother Sturgeon be voted into the office of Director, and then voted for by those wishing to select a new President.

Those who think that Directors should be commended who have the courage to do right at all hazards at the cost of position and livelihood, should vote to sustain the deposed Directors. We suggest this as an encouragement to them, and that future Boards may pursue a righteous course always.

The following are the names to be voted for Directors and officers:

- 1. MENTA STURGEON, Director and President**
- 2. ALFRED I. RITCHIE, Director and Vice-President**
- 3. H. CLAY ROCKWELL, Director and Secretary-Treasurer**
- 4. J. DENNIS WRIGHT, Director**
- 5. ISAAC F. HOSKINS, Director**
- 6. ROBERT H. HIRSH, Director**
- 7. ANDREW N. PIERSON, Director**

the President had no power to make the appointments, and Bro. Rutherford is wrong on both propositions, as he is merely one of seven Directors, a very apparent minority of the Board.

In New Jersey the vacancies in the Board of Directors may be filled, if the by-laws so provide, by the President alone, or a minority if the Board so elect, because the statute does not require in that State that the vacancies must be filled, until the next election, by the Board of Directors, but merely provides in the statute that the vacancy may be filled in such manner as the by-laws of the company shall provide. We can see, therefore, that if the Society had been incorporated in New Jersey, the case would be different as to the President filling a vacancy than it is in Pennsylvania.

STATUTE AND CHARTER OF SOCIETY WITH REFERENCE TO DIRECTORS HOLDING OFFICE FOR LIFE

A great deal of significance has been placed upon the fact that the Court of Common Pleas of Pennsylvania, by Judge Collier, examined the Charter in 1884 and certified it to be in proper form and within the purposes named in the first-class specified in Sec. 2d of the Act of April 29, 1874, and its supplements, and that the amendment to the Charter in 1896 was certified by the same Judge to the same effect. The amendment, of course, relates back to the original Charter (as in amendments to statutes) and from then on must be considered in the same light as if originally a part of the Charter. That amendment, however, does not operate to make a corporation amenable on that account to a statute passed after the incorporation and before the amendment, where it would not otherwise have been affected by the amendment; as an amendment is different from a revival of a corporation whose Charter had expired.

The charter says: The "corporation shall have as officers a "President, who shall preside at the meetings of the Board of "Directors; a Vice-President, who shall preside in the absence of the President; and a Secretary who shall also be "Treasurer; and these officers shall be chosen from among "the members of the Board of Directors annually on the first "Saturday of each year, by an election by ballot to be held "at the principal office of the corporation in Allegheny City, "Pennsylvania. The members of the Board of Directors "shall hold their respective offices for life, unless removed "by a two-thirds vote of the shareholders, and vacancies in "the Board occasioned by death, resignation or removal, shall "be filled by vote of a majority of the remaining members "of the Board, who shall meet for that purpose within "twenty days from the time when such vacancy, or vacancies, shall occur, and in the event of a failure to fill such "vacancy or vacancies, in the manner aforesaid, within thirty "days from the time when such vacancy or vacancies shall "occur, then the said vacancy or vacancies shall be filled by "the appointment of the President, and the person, or persons, so appointed shall hold his or their office, or offices, "until the next annual election of officers of the corporation, when such vacancy, or vacancies, shall be filled by "election, in the same manner as the President, Vice-President and Secretary and Treasurer are elected."

THE PRESIDENT RESPONSIBLE FOR THE TROUBLE

We have seen that Directors elected by Stockholders, or by Directors, to fill vacancies hold over in office until the next election for Directors; therefore, as long as and until the election for Directors takes place such Directors are legal, and the court may have considered that there would be no harm in allowing the Directors to hold over, if the Shareholders acquiesced in it.

We can see now, however, that as the new President has raised the issue the Shareholders must hold an election for Directors and select the officers from among such Directors.

Bro. Russell was always a valid Director of the Society as a hold-over, and that was the reason he was never elected a Director afterwards, and it is not true to say that his election as President, by reason thereof, constituted him a Director. The Charter provides that the President shall be elected from among the Directors, and not that those elected President, Vice President or Treasurer shall be considered as elected to the Board of Directors, and no such arrange-

ment was made in the Charter authorizing any such construction. The Directors are valid until an election for them takes place; and so there did not need in all this time to be an election for Directors, although the officers were chosen from among them.

Consequently, if all acquiesced in the Charter, everything would have continued year after year, and *the new President is to blame for the change.*

PURPOSE OF THE DIRECTORS THAT SCARED THE PRESIDENT SO

What action did the majority Directors contemplate to take on July 20, 1917, in accordance with statement to Bro. Rutherford at the Directors' meeting of June 20, 1917?

The answer will be found by reading the proposed by-laws, which were handed to the lawyers in New York, N. Y., viz., Davies, Auerbach & Cornell, before Bro. Rutherford announced the attempt to fill the alleged vacancies, which proposed by-laws have just been obtained from the law firm for insertion in this paper.

Let it be remembered that these by-laws were partly for the purpose of eliminating Bro. McMillan from the management, as the Directors thought he should have been removed after trial of the by-laws suggested by the Shareholders.

It is not contended that these by-laws, as meant to be proposed by the Directors, are as they would have been at final passage, as undoubtedly the New York lawyers would have made some legal changes, but they do show the purpose of the Directors, and that they had no such absurd intention of wrecking the Society, as charged by the President.

"BY-LAWS, RULES AND ORDINANCES FOR THE GOVERNMENT OF THE WATCH TOWER BIBLE AND TRACT SOCIETY

"Whereas, in the Providence of God, our beloved Pastor "and late President of our Society, Brother Chas. T. Russell, "passed from us, after having conducted the affairs of this "Institution for approximately forty years, to the *apparent* "satisfaction of all concerned; and

"Whereas, at the regular annual meeting of the voting "Shareholders of the Watch Tower Bible and Tract Society, "held in Pittsburgh, Pa., on Jan. 6, 1917, when our new President, Brother Jos. F. Rutherford, was elected, a copy of "written by-laws was presented to the Convention that was "recommended to the Board of Directors by the Shareholders "of the Society; and

"Whereas, the Board of Directors were thus influenced by "the Shareholders' vote to adopt for trial the by-laws thus "outlined for them, and hoping the by-laws would prove practicable; and

"Whereas, we now learn, to our grief and sorrow, that "said by-laws are a detriment to our work, threatening the "stability and harmony of all its parts, and are subversive of "the rights, privileges, and powers of its legally and properly "constituted Managers, the Board of Directors, in whom the "power to make by-laws and manage the Society exclusively "resides; therefore, be it

"Resolved, that we, the Board of Directors, do now take "into our hands the rights, privileges and powers vested in us "by the Charter written by the hand of our departed and beloved Pastor, and strive by the help of God and our Lord "Jesus Christ to be faithful to the trust which has thus been "reposed in us. Be it further

"Resolved, that the by-laws and resolutions described foregoing be, and are hereby repealed and rescinded, and that "the following are hereby enacted instead:

By-Laws

"(1) It shall be a law governing the Board of Managers "of this Society that, while a majority of the members shall "constitute a quorum, as specified in the Charter, no matter of "business shall be decided with less than a majority vote of "the seven members of the Board.

"(2) There shall be a regular monthly meeting of the "Board of Directors, held the first Thursday in each month, "at which general reports shall be made concerning the status "of the work, and especially as to the state of the Society's "finances; and otherwise to enlighten its members fully as to "what our Society is doing. Special Board meetings may be "called at any time by four of its members.

"(3) The Board of Directors shall reserve the right always for its several members to have such regular individual work in connection with the offices of the Society (the Vice-President excepted, for obvious reasons), and to do whatsoever they may best be able for the furtherance of the work consistent with their position as Board Members, and as their abilities warrant, and which will enable them so far as possible and practicable to be present at each and all of the Board meetings—other things being equal. They may also as a Board or individually, whenever they deem it advantageous to the work, make any inquiry of any department of the work, or of any employee or employees in any department or departments, as to any matter of the Society's interest, but not to interfere with any evident prerogative of the direct management of the work, or to give directions in said work. The Board, through its Supervisory Committee, shall so far as possible exercise direct control in all departments and branches of the work, and direct those who shall act and the manner and time of service of all preaching travelers known as Pilgrims.

"(4) The President and two of the Directors of the Society shall constitute the Supervisory Committee of the Board, who shall be appointed by the Board of Directors, and who shall serve three months and whose immediate duties shall be to see that the interests of the Society's work are discharged in a satisfactory manner. At least one of this Committee shall be at the Tabernacle, and designated Tabernacle Supervisor, and at least one at the Bethel, and designated Bethel Supervisor; it may be found to the best interests of the work that the other shall serve a portion of the time at the Tabernacle and the other portion at the Bethel.

"This Committee shall work together harmoniously, but in the event of any disagreement the matter shall be referred to the Board of Directors for decision. In the absence of any member of this Supervisory Committee for a brief time, the two remaining members thereof shall designate who of the Board of Directors shall serve instead. No new feature of the work shall be instituted, no contract shall

"be entered into, nor any purchase involving more than \$100 expenditure, without the permission of the Board of Directors by a majority vote. The President, aside from his duties as a member of the Supervisory Committee and presiding officer of the Board, shall publicly represent the Society as authorized by the Board, and his duties shall be limited to this extent.

"(5) The Supervisory Committee may appoint whomsoever it may choose of the Working Force, except the Secretary-Treasurer, to the various departments of the office work, subject to ratification by the Board of Directors, only, provided as in Section 3, concerning Board members. New office help shall not be brought into the Bethel Home, or into the office, nor discharged from either, nor from the employ of the Society, without the consent of the duly constituted Board of Managers—the Board of Directors.

"(6) Any department or departments of the work which may seem advisable to be established shall be presented to the Board of Directors for their permission and advice. In short, everything which is proper to be done by this Society, respecting the home and foreign fields, shall be performed in a manner best calculated to do the most good to all concerned, and to keep all the members of the Board of Directors thoroughly informed in respect to every part of the work, and reports of heads of all departmental work shall be made regularly at each regular Board meeting and maintain as far as possible the high standard of efficiency established by our late Pastor and President—"Brother Russell.

"(7) All monies received by the Watch Tower Bible and Tract Society shall be received in the name of said Society, and all such funds received which are not needed for immediate use in

the work, shall be deposited in the name of the Society in the Nassau National Bank of Brooklyn for the present, but may be transferred in whole or in part to such other depository as the Board of Directors may direct.

"(8) All checks made out by the Treasury Department shall be signed by at least two members of the Board of Directors, one of these shall be either the Treasurer or the

Vice-President's Statement Against the Management in August

The following as quoted was handed to Bro. McGee at the Boston Convention last August by Bro. A. N. Pierson, Vice-President of the Society, as a statement of what he and the Directors should know, and which they did not know, and which the President and Treasurer, as two members of the Board, were deliberately withholding from the other five. The statement was made about nine months after Bro. Pierson's election as a Director and shows to what extent Society affairs were withheld from the Directors. Some information was later given to Bro. Pierson in regard to these matters. Just how much we are not advised at this writing.

The statement was handed to Bro. McGee for the purpose of being used at a conference held in Boston on the last Sunday of the Convention between Bros. Pierson and Van Amburgh, at which time Bro. McGee was present at Bro. Pierson's request. The paper was not used at that time, and the questions not asked, as the opportunity did not seem to open, but the suggestion was made to Bro. Pierson on that occasion, by Bro. Van Amburgh, that Bro. Thompson, of Washington, D. C., who was present at the Convention, could be sent for to inform Bro. Pierson of the financial condition of the Society as the books stood when Bro. Thompson examined them at the time of Bro. Russell's action for libel against the "Brooklyn Eagle," several years before. It was then suggested to Bro. Pierson that after being satisfied he could then resign. Bro. Pierson did not care to adopt the suggestion to get him off the Board and out of the Vice-Presidency in this way. The statement follows:

"Suppose some one that has placed money in trust with the Society should bring suit against the Society and we, as Directors, were called to give an account. We should be forced to say that we knew nothing about it. That would be a lame excuse for Directors.

"WE NEVER HAD A SATISFACTORY REPORT FROM THE TREASURER SINCE I HAVE BEEN A DIRECTOR. We do not know how the trust fund stands, nor how the Watch Tower Bible and Tract Society stands. What are our financial relations between the Watch Tower B. & T. Society and the Peoples Pulpit Association? How is the trust fund invested? What are the securities? What interest do they draw?

"WE WANT THE BOARD RECOGNIZED, AND TO BE PERMITTED TO GO ON DOING BUSINESS UNTIL THE END OF THE YEAR, OR UNTIL SUCH TIME AS WE CAN RESIGN, WHEN WE SHALL HAVE NO FURTHER FINANCIAL OR OTHER RESPONSIBILITY.

"What is the condition of the Society's funds? Where was the amount of \$100,000 borrowed for the Drama work? To whom was it returned? What interest was paid on this borrowed money?

"In event of this matter coming before the courts, these features, of course, will be made public. Why not instead give us this information as members of the Board, to whom it is due? If the court should say, 'What about this fund?' each member of the Board would necessarily answer that he knew nothing about it. If the money had been poorly invested, the Directors, as members of the corporation, would be held responsible.

"We may not be responsible for transactions made during the life time of Bro. Russell; but the Board is entitled to a full explanation of the accounts subsequent to his death."

"President or Vice President, and the other, either the Auditor or the Assistant Auditor (who also shall be a Board member), when these are present, but never by both President and Treasurer, or by the Auditor and Assistant Auditor on the same check. The Auditors shall be elected by the Board. The Assistant Auditor shall act in the absence of the Auditor, and the President in the absence of the Treasurer, and vice versa. In the event of both President or Vice President and Treasurer being absent, or both Auditor and Assistant Auditor, any two of the Board of Directors may sign or any Director and the Office Manager may sign instead. Care shall be taken that never shall all of these be absent from the premises at the same time; and no member of the Board of Directors shall at any time be required to be absent from Brooklyn against his own will. Order for cash from the Society's safe or vaults shall be signed in the same manner as required herein governing checks.

"(9) Where it is possible and compatible with the laws of the State of New York to do so, the name 'Watch Tower Bible and Tract Society,' shall be kept prominently before the constituent members of the Society, since THIS IS THE INSTITUTION IN WHICH THEY HOLD THEIR VOTING SHARES. To this end, the Society's letter-heads and envelopes shall be used, and the Society's imprint shall be kept upon all labels, books, etc., etc.

"(10) The Board of Directors shall have authority to provide reasonably for such maintenance and support as may be necessary and kind for those serving the Society in case of ill health and incapacity.

"(11) All letters of a doctrinal character, and those letters asking questions pertaining to the Bible teachings of the Society, or any letters concerning matters of importance in the estimation of the Board of Directors, shall be answered by a Committee of the Board, composed as the Board shall by rule, from time to time, direct; except such letters as relate to the Editorial Committee, which shall be delivered to that department by the one assigned to distribute the mail. All other letters addressed to the different departments shall, of course, be distributed by rule, as designated by the Board. All letters of a legal character relating to the affairs of the Society shall be brought before the Board of Directors.

"(12) Any other by-law, by-laws or resolutions upon the Society's books which are contrary to the foregoing sections are hereby rescinded.

"(13) These by-laws are to go into effect at once on their passage by the Board of Directors in regular session assembled.

Order of Business

- "(1) Calling to order.
- "(2) Reading the Minutes of the previous meeting and their approval).
- "(3) Report of Special Committees.
- "(4) Report of Standing Committees.
- "(5) Report of Treasurer.
- "(6) Unfinished Business.
- "(7) Report of President.
- "(8) Report of Supervisory Committee.
- "(9) New Business.
- "Adjournment.

Ordinances

"(1) Be it ordained by the Board of Directors assembled on July 20, 1917, that the WILL of our late and beloved Pastor and Brother Russell be accepted, and is hereby adopted as the order, policy and spirit of this Society, especially as touching the management and the editorship of THE WATCH TOWER, which is the property of the Society by his donation; and also in respect to Brother Russell's voting shares, which are likewise the property of the Society by his donation for at least ten years prior to his death, and which were by him placed in the hands of a Board of five sisters, who are styled 'Trustees.'

"(2) Be it ordained further that the several names by which our Society's work is designated refer to 'virtually the same thing,' as stated by Brother Russell, in the WATCH TOWER of Dec. 1, 1915, as follows:

"These three different Societies were made necessary by the Laws of different States and countries. For some things

"the Watch Tower Bible and Tract Society is the preferable name. It is the parent Society and the one to which contributions are made. Whoever makes a donation is expected, if he will, to make it in the name of the Watch Tower Bible and Tract Society. The Peoples Pulpit Assn. is the only one of the three that can do business here in New York, and the Watch Tower Bible and Tract Society deals with the Peoples Pulpit Assn. as though they were two independent organizations. Nevertheless, they are the same—just as with the different Societies of the nominal Churches, which would have, perhaps, the same Treasurer. [The Board of Directors, after this was written, knew in July that the Watch Tower Society could operate in New York on advice of the New York attorneys.]

"Thus the whole management is by the Watch Tower Bible and Tract Society, and these auxiliary organizations merely help in carrying on its work. We sometimes use one name and sometimes another, just as any one would have the right to use any names appropriate to his work. It is equally appropriate to say that we are the International Bible Students' Association. We are Bible Students, and are helping Bible Students in all parts of the world, by the printed page, by financial assistance and in other ways. It is also appropriate to use the name Peoples Pulpit Assn. in connection with persons who are engaged in preaching and are acting under guidance of the Watch Tower Bible and Tract Society.

"In other words, the Peoples Pulpit Assn. cannot transact business except through the Watch Tower Bible and Tract Society. The Watch Tower Bible and Tract Society has the management, and the Peoples Pulpit Assn. does the work—absolutely.

"The International Bible Students Association has no legal status except in Great Britain; the Peoples Pulpit Assn. has none except in New York State. We keep the Watch Tower prominent on letter-heads, etc., so that the friends would not misunderstand us and think that the Watch Tower has gone out of the work.

"(3) Be it still further ordained, and enacted, that the Board of Directors of the Watch Tower Bible and Tract Society shall, at every meeting of the Shareholders of the Peoples Pulpit Assn., and of the International Bible Students Assn., for the election of officers, and the transaction of any other business which shall properly come before those bodies, be represented by whomsoever the Watch Tower Board of Directors shall designate by a majority vote of said Board, and said representative shall vote as directed by that Board. And any other by-laws, rules, ordinances or regulations for the Bethel Home, Tabernacle or Temple which may be contrary to this section, are hereby rescinded."

A perusal of these will show that the Directors had no intention of deposing the President or wrecking the Society, but of safeguarding it.

It was proper for the Directors to attempt by-laws to correct the faults in the Executive Committee, as discovered in practice use of the by-laws suggested by the Shareholders at Pittsburgh, which were drawn by Bro. Rutherford.

The courts hold that by-laws adopted by Stockholders are invalid when the power is exclusively vested in the Directors, as is the case in the Society. When the statute permits Directors to make by-laws and does not reserve the right to the Shareholders also, the power resides in the Directors, if the Charter so provides, as in this case. There is no such provision as the latter preserving any right to the Shareholders in the Pennsylvania statute. Nevertheless, the Directors passed the by-laws at a Directors' meeting in New York, as suggested by the Shareholders at the January election, and endeavored to carry them out, and, as will be seen by the by-laws, which were to be passed by them in July, they still retained such a committee, calling it a "Supervising Committee," and retained the President on the committee, the only change being that the committee which recommended the by-laws at Pittsburgh endeavored then to change them, and were thwarted by Bro. Rutherford, so as to provide that the Directors should name the members of the Advisory Committee, or Executive Committee, instead of the President, who insisted upon naming them.

PEOPLES' PULPIT ASSOCIATION

The President and Vice President of the Peoples Pulpit Assn. (Bros. Rutherford and McMillan) used Proxies on July 27, 1917, at a meeting of the Peoples Pulpit Assn., which they claim was an adjourned annual meeting. Bro. Rutherford states in "Harvest Siftings," No. 2 (page 28, col. 1) that the Proxies given for the January meeting were still in force, and that the powers of the members were identical to what they had at the original annual meeting. The meeting was adjourned to July 31, 1917, because of a question that the length of time of notice was legally insufficient. Bro. Rutherford says that the Proxies voted at the meeting of July 31 were usable, and of course carried the authority to the holder to vote on anything that could have come before the annual meeting.

The statement is very misleading and erroneous. It is true that Proxies for use at an annual meeting may be voted at an adjourned annual meeting, but such Proxies may be voted only on matters that would have come before the annual meeting, and *not on new matter of a different nature arising subsequent to the regular annual meeting*. Not only so, but the form of Proxy did not permit any such use to be made of it, as it was merely a Proxy for use to elect Directors, and its use was *entirely unlawful*; and *Bros. Hirsh and Hoskins are still lawful members and Directors of the Peoples Pulpit Assn.* (See form of Proxy used as printed on page 10 of "Light After Darkness.")

The Proxy said to have been voted by the deposed Directors, if voted at all, was not voted by either Brother Hirsh or Hoskins.

QUESTION THAT NEEDS AN ANSWER

What we would like to know is who wrote up the record in the Peoples Pulpit Directors' minutes, so that the record shows the annual meeting was adjourned to July 27, 1917? How did the Directors know they would want to meet on July 27, 1917, to expel members? When was the record writ-

ten? They did nothing else at that meeting. (See Harvest Siftings, Part II, p. 28, Col. 1.)

The law of New York relating to Membership Corporations, such as the Peoples Pulpit Assn., places all the power in the Board of Directors; but any such unusual power as claimed by Bro. Rutherford under the Charter cannot be lawfully exercised by him.

He claims to hold office for life under the Charter, but the Charter may be amended by the members when they get ready.

If Bro. Rutherford is not re-elected to the Presidency of the Watch Tower Society, he should, of course, resign as President of the Peoples Pulpit Assn.

It looks like a reasonable suggestion that the Classes vote on the matter. But the difficulty is that the Class voting does not in such cases operate at first satisfactorily, because the friends, knowing little of the true circumstances, and not being so well informed as the influential Shareholders, are unable to protect themselves, and are swayed by the Class influence in meeting assembled by those who are willing to influence them by spontaneous suggestions. They would arrive at proper knowledge and conclusions about a year later than the better advised Shareholders.

The right way to do things is generally the best way. There is, however, nothing to prevent the Shareholders following the wishes of the Classes, if they feel they conscientiously may do so; *but it is, of course, the Shareholders' votes which will decide the matter* on Jan. 5, 1918, at Pittsburgh, Pa.

In most business companies the Shareholders elect the Directors, and then the Directors elect the officers, such as the President. This enables the Directors to protect the Shareholders, because the officers are accountable to the Directors, who can know what they are doing.

If the Shareholders desire to safeguard their affairs in this way they should do so by amending the Charter of the Society.

FREEHOLD, N. J.

FRANCIS H. MCGEE.

AS TO THE BRETHREN

DO YOU KNOW that it was Sister Mary Walbach herself who made the remark re Bro. Russell's will found in her affidavit, and attributed to Bro. Hirsh?

DO YOU KNOW that she suggested him as a better editor than some of Bro. Russell's other nominees and said many more things, too numerous to mention, but that he said nothing in assent thereto?

DO YOU KNOW that the mother of this Sister whose name is also signed is not in the Truth, and that the Sister herself is well known to be very inaccurate in her usually voluminous statements? (It is not to be wondered at under the circumstances that she thus violates both Jesus' and St. James' instructions to "swear not at all.")

DO YOU KNOW that "Light After Darkness" states that there were objections among Board members to Bro. Rutherford controlling the Society's affairs before Bro. Johnson returned from England, while Bro. Rutherford in "Harvest Siftings," Part 2, claims that the Board's majority conceded that all were satisfied with his conduct of affairs until after Bro. Johnson's return?

DO YOU KNOW that Bro. Mason was doing the work which Bro. Russell called "auditor's" work—checking bills and drawing vouchers for checks?

DO YOU KNOW that after the publication of "Harvest Siftings" No. 2, Bro. Mason, because of the statements in "Siftings" No. 2, requested Bro. Rutherford to discuss matters in dispute between them in the presence of two witnesses (Matt. 18), and that Bro. Rutherford refused to have anything to do with it?

DO YOU KNOW that a zealous, faithful sister placed her life earnings in Bro. Russell's hands, to be used in the work and to be returned to her in case of need, and that she engaged in the work, paying her own room rent outside of

Bethel, but boarding at Bethel at Bro. Russell's special invitation, and was called in by Bro. Rutherford not long after his election and charged with idleness and suggested that she pay Bro. Amburgh \$1,500—board for five years, as there "was no record of her having ever done any work"? But do you know that even if she had owed it, at the rate of 7 cents per meal, the cost of providing Bethel meals, as stated by Bro. Russell, it would not have amounted to as much as \$150.00?

DO YOU KNOW that such a state of confusion has been created in the Society's affairs by the rash acts of the President that the friends all over the world are perplexed and desire light on the organization of the Society, its finances, the activities of the past year and how best its Shareholders can arrange to carry on to completion the plans of its founder, Bro. Russell?

DO YOU KNOW that Bro. Rutherford dictated a resolution which was put through the New York City congregation which makes him Permanent Chairman of the Church, so that he controls everything in the Church, and that those who do not follow him in everything are looked upon as enemies?

DO YOU KNOW that Bros. A. I. Ritchie, I. F. Hoskins, J. D. Wright, R. H. Hirsh, Menta Sturgeon, W. J. Hollister, J. L. Cooke, W. T. Newman, and J. G. Kuehn, all Elders of the New York Ecclesia, have been denied general service as Elders because they are advocates of Bro. Russell's arrangements being carried out according to his Will and Charter?

DO YOU KNOW that Bro. Rutherford in his "Harvest Siftings," No. 2 (page 1, Col. 2), says that "Light After Darkness" seeks to bring in a great many other things which have nothing to do with the real issue, but which have a tendency to confuse. (He had just stated what he considered

the real issue to be, namely, whether he was authorized to appoint Directors to fill possible vacancies.) And can you not see if such is the case that Bro. Rutherford himself endeavored to confuse the real issue by stating what he did about Bro. Johnson in his "Harvest Siftings," No. 1, because Bro. Johnson's conduct in England has nothing to do with the possible vacancies on the Board of Directors and the power of the President to fill any possible vacancies? Is not the above tendency on the part of the President to so confuse the issue and thus compel the brethren to reply thereto, what the French call in war "Camouflage"? Camouflage is painted scenery to conceal the real scene. On the sea, naval vessels obscure their movements by smoke screens. Did not Bro. Rutherford endeavor to make Bro. Johnson and the 7th volume a "camouflage," or smoke screen, for the real issue, and does he not admit it in his "Harvest Siftings," No. 2?

DO YOU KNOW that in his "Harvest Siftings," No. 2, Bro. Rutherford, on page 29, admits that he wrote the biography of himself and handed it to Bro. Hirsh, and that he accepted from Bro. Hudgings an affidavit that Bro. Hirsh had written his biography, and that he, Bro. Rutherford, placed Bro. Hudgings' affidavit in "Harvest Siftings," No. 1, after he had read it, knowing, of course, that it made it appear that Bro. Hirsh had composed it? The biography appeared in print as it was written by Bro. Rutherford, who furnished not only the facts, but wrote it up as it appeared in the newspapers, and later in "The Tower," with the exception of some cuts to make it fit the page.

DO YOU KNOW that while it was not improper for Bro. Rutherford to write his own biography, it was not proper to allow the friends to gain an erroneous impression as above, and that in his "Harvest Siftings," No. 2, where he attempts to explain the matter, he states that he dictated the biography to his stenographer, and that Bro. Hirsh took it away, implying that Bro. Hirsh was present when he dictated it, whereas Bro. Hirsh was not present when he did so, but received the paper from him afterwards?

DO YOU KNOW that in justice to Bro. Hudgings it should be stated that although he made the affidavit himself, it is now thought he confused this biography of Bro. Rutherford's with a biography of Bro. Russell's, which Bro. Hirsh did write with his own hand?

DO YOU KNOW that the insanity charge made by Bro. Rutherford against Bro. Johnson and spread all over the world in Bro. Rutherford's "Harvest Siftings," was one of the greatest delusions ever foisted by one fellow servant against another? and that Bro. Johnson's sweet spirited reply, now out in print, against such great wrong, refuting, too, every charge made against him, is another contribution to the truth which is bound eventually to bind hand and foot the ones who have been committing such great wrongs?

DO YOU KNOW that you will do great injustice to Bro. Johnson if you do not read his statement of facts which clearly refutes the grossly erroneous statements made concerning him by the President of the Society.

AS TO THE "CHANNEL"

DO YOU KNOW that Bro. Russell's traveling companion and secretary, who so faithfully ministered to his personal needs on his last journey on earth, has left the Society and the Bethel Home, because he realized that Bro. Russell's wishes have not been carried out as he directed?

DO YOU KNOW that some fifty efficient workers have been removed from Bethel since the present management took control?

DO YOU KNOW that practically everything at the Tabernacle and in the Bethel has been changed within one year after Bro. Russell's departure?

DO YOU KNOW that on the anniversary of Bro. Russell's death and glorification the last service was held in the New York City Temple, and that the Temple has now passed out of the hands of the Society on account of the lack of funds?

DO YOU KNOW that the Society no longer represents Bro. Russell's ideas respecting the work?

DO YOU KNOW that on the morning after Bro. Russell's death Bro. MacMillan assumed to direct that the Angelophone contracts be cancelled?

DO YOU KNOW that a sister offered to donate \$1,500 to have the Angelophone records recorded, as stated in "Light After Darkness," and that the statement was true; but that when Bro. Rutherford learned of the circumstance he suggested the delay of the contract for recording the lectures and in the meantime arranged to accept that sum from the Sister by the Society, and at once gave the Society's check to pay for the recording and so, though technically the money was paid by the Society, as shown by their books, it was given by the Sister as previously stated, and so the statement on page 30, "Harvest Siftings," No. 2, is misleading?

DO YOU KNOW that after the acts and sayings of the President of the Society against its four Directors he invited them to enter the pilgrim service; but by making such an offer he belied his own attitude to the friends and was inconsistent in doing so?

DO YOU KNOW that a misleading thought about the Channel for the Lord's work has been spread abroad—the point being stressed that the Lord *must* continue to use the same channel, notwithstanding the well-known fact that He has repeatedly changed from one channel to another, whenever the channel became corrupted—setting aside the Catholic and various Protestant denominations? The channel is

important only so long as its contents are satisfactory. Truth may easily become contaminated with error, and mixed or corrupted truth is much more dangerous than plain error. Besides, the six volumes of "Scripture Studies" were written by *Pastor Russell*. The Seventh is written by *other men* with profuse and prolific comments from still other men—a *totally different channel*.

DO YOU KNOW that many of the upholders of the present management of the Watch Tower Bible and Tract Society publicly state "they know Bro. Rutherford is **ABSOLUTELY WRONG**, but that they must stand by the "Channel"?"

DO YOU KNOW that while God approved Bro. Russell as the Channel, no false statements corrupted the water?

DO YOU KNOW why the Lord permitted the Watch Tower Bible and Tract Society to be the Channel?

DO YOU KNOW that it was because the Chosen Reservoir for the pure waters of Truth was "that Servant," who alone was permitted to open the sluices that the water might flow through the Channel?

DO YOU KNOW that only pure water *COULD* flow through a Channel approved by God?

DO YOU KNOW that the six volumes of "Scripture Studies" often are no longer mentioned in public meetings as guides to the proper understanding of God's plan, but that instead the Seventh Volume is set forth?

DO YOU KNOW that Bro. Rutherford, after Bro. Woodworth at the Boston Convention had preached Bro. Rutherford as the Steward of Matthew 20:8, forthwith sent Bro. Woodworth to the Aurora Convention, where he again preached Bro. Rutherford as the Steward—all this, too, after Bro. Rutherford had scorned at mention of Bro. Johnson as being the Steward?

DO YOU KNOW that since Bro. Rutherford's two editions of "Harvest Siftings" passed through the Channel (?) all right, it is, perhaps, safe to say that almost anything will now pass safely through?

DO YOU KNOW that Bro. Rutherford's admitted untruthful statements to the authorities to make sure of a passport to send Bro. Johnson out of the country was but one of the many flies which have found their way into the ointment during the past year?

DO YOU KNOW that Webster defines a channel as "that through which any thing passes"?

DO YOU KNOW that Calvin's burning of his Christian brother Servetus at the stake was due to the proper opposition of the latter to the so-called channel?

DO YOU KNOW that there are those who do not yet seem to know that the Channel through which the knowledge of the Divine Plan flowed for 40 years was transferred to other realms about a year ago and that to continue the work of this channel, we must "follow him even as he followed Christ"?

DO YOU KNOW that the Scriptures speak of only seven angels to the Church, and that many unthinkingly act as if there were eight?

DO YOU KNOW that many unthinkingly act now as if Bro. Rutherford were the "wise and faithful servant" referred to by our Lord?

DO YOU KNOW that the "man with the writer's ink horn at his side" declared, "I have done as Thou hast commanded me"?

AS TO THE SEVENTH VOL.

DO YOU KNOW that the 7th Vol. is *not the posthumous work* of Pastor Russell, for it does not present anything that Brother Russell prepared beforehand which was published after his death for the first time?

DO YOU KNOW that the 7th Vol. is a misfit penny so far as the parable of the "Penny" is concerned?

DO YOU KNOW that many of the strongest advocates of the 7th Vol. are those who have never read the book?

DO YOU KNOW that the Seventh Volume did not go through the Channel? and that it was not mentioned in "The Tower" previous to its distribution, and did not pass the inspection of the Board of Directors or of the Editorial Committee?

DO YOU KNOW that the publishing of Vol. 7 was an expediency to forestall any others who might publish one, not because of any new light; and that Bro. Rutherford, before his election, in recommending that it be published, said that because of the long desire of the friends for it, any one who published one could get from forty to fifty thousand dollars out of the friends and to forestall this, without the knowledge of the Directors or the Editorial Committee, the volume was prepared and issued?

DO YOU KNOW that in March Bro. Woodworth prophesied to Bro. Ritchie that Vol. 7 would be published in October, and that it would immediately "bring great persecution to the saints," but that for special reasons Bro. Rutherford hurried it out in July and it has not yet brought the predicted persecutions?

DO YOU KNOW that Vol. 7 prophesied that the war would cease on about Oct. 1, but that the war is more severe than ever?

DO YOU KNOW that the interpretation of the Song of Solomon in Vol. 7 is not the posthumous work of Bro. Russell, but was written by Bro. Woodworth and sent to Bro. Russell several years ago, and that he laid it away and it was found and returned to Bro. Woodworth at his request after Bro. Russell's death?

DO YOU KNOW that Vol. 7, page 58, states that Bro. Russell was seen to "stand in one position all night in prayer," whereas in the Bethel dining room on two occasions he very plainly said he had never prayed all night, nor over half an hour at a time; and that he did not see how any one could do so without ignoring the Lord's injunction to avoid "vain repetitions"?

DO YOU KNOW that page 229, Vol. 7, teaches that Bros. Woodworth and Fisher "trod the winepress" at Scranton; but that Bro. Rutherford et al. now urge the friends to use Vol. 7 to gather the clusters of the vine of the earth—*after the winepress has been trodden*?

DO YOU KNOW that Vol. 7, page 230, sets forth an assumed proof of the Divine origin of the book, and that it is based upon the distance from Scranton to Bethel; but that the 1200 furlongs is an error, found in only one obscure MS. and rejected by all scholars, and none of the work was done at the imaginary point between the authors' homes, and that none of the mail travels the route selected by Bro. Woodworth to make the distance agree, but it goes over the Brooklyn Bridge to the Brooklyn Post Office, five-eighths of a mile beyond Bethel, and is carried back to that place, and that it is very improbable that any portion of the manuscript came that way unless Bro. Woodworth specially brought a portion to make guesses fit?

DO YOU KNOW that the Author of the six volumes of "Studies in the Scriptures," Bro. Russell, was the Editor

of "The Watch Tower"? Do you think it proper for the President of the Society to permit and encourage two outside brethren to write the book and then for him to secretly issue it without the knowledge of the Society and the Directors, and without the knowledge or participation in the writing or correcting of the volume by the Editors of "The Watch Tower"? Do you think that if, as Bro. Rutherford claims, the Watch Tower Society has been used by the Lord as the channel for business matters for the Harvest Work under Bro. Russell as the Lord's servant that the 7th Vol. should be copyrighted in the name of the People's Pulpit Assn. instead of the Watch Tower Society?

DO YOU KNOW that the money for the 7th Vol. did not come from the Watch Tower Society, but was diverted from it to the direct issuance of the volume without the knowledge of the Directors or Editors of "The Tower," and that therefore the volume has not been issued, as stated, under the patronage or copyright or order of the Society and is not, therefore, a product of such channel? Do you care about this, or will you stand for anything or anybody who is able to control the Society by craft or force or otherwise, whether they be right or wrong? Does it not seem probable that Bro. Rutherford's action in appointing new Directors at Pittsburgh, July 12, was because he feared that if the Directors discovered what he was doing with regard to the 7th Vol. that they would insist on having the Editorial Committee edit it and that the by-laws which they might pass on July 20th would enable them to take some control and to learn of his secret plans and purposes so as to hinder the distribution of this doctrinal matter? Why was it that Bro. Rutherford was afraid to have the Directors and Editorial Committee pass on the book? What made him think that it would be objectionable to them? Has he not said in his "Harvest Siftings," No. 2 (page 26, col. 2, par. 2), that had the four brethren continued to be quiet, and had not shown a disposition to look into what he was doing in the Society's affairs, there would never have been any attempt even to call in question the legality of their office? Do you think it was right for Bro. Rutherford, thinking they were illegally in office [and the strange part of it all is he was just as much illegally in office as they were], to countenance and act with them as Directors and then throw them out when he got tired of them, knowing he could do it all the time, as he thought? Do you not see that anyone wishing to do wrong would probably have done the same thing? Do you not see that he claims he had no quarrel with them before June 17, about which time the 7th Vol. was finished and being put out by the publishers? What do you think caused him to deceive these brethren with whom Bro. Russell found no fault, and of whom up to this time Bro. Rutherford had no reason to complain? Who gave him authority, as one member of seven, to act thus? Do you think that Bro. Russell would have approved of such conduct? Do you think that the Lord approves of it? What is there about the 7th Vol. that makes it necessary to put it out in this way? Do you care whether it is doctrinally correct or not?

DO YOU KNOW that Bro. Rutherford's Penny is printed in only one language, and that it will be impossible to have it translated into the various languages before his time set for the glorification of the Church—springtime? and thus, if this be the Penny, the foreign-speaking brethren are greatly disadvantaged?

DO YOU KNOW that since it will be impossible to translate the 7th Vol. into all the different languages by spring-

time, the prospects for foreign language brethren getting into the Kingdom, if the 7th Vol. be the Penny, are very remote?

DO YOU KNOW that the 7th Vol. teaches that the Great Company will be developed after the resurrection? (See page 585.)

DO YOU KNOW that Bro. Russell always set forth the fact that "the truths recorded in the Revelation are not for

the world, nor for nominal Christians, but for the Church, the Body of Christ, the saintly ones—the Church of the First-Borns, which are written in Heaven"? (See Foreword, page 3, top of page—"Battle of Armageddon.")

DO YOU KNOW that Bro. Russell never resorted to the method that if you do not get out and sell one of his volumes you will not get into the Kingdom, as some have done respecting the Seventh volume?

AS TO THE CHARTER

DO YOU KNOW that Bro. Rutherford has stated publicly before large congregations that the Charter of the Watch Tower Bible and Tract Society was the best written and finest document of its kind that had ever come to his attention in all his legal career?

DO YOU KNOW that the Charter states that only Directors are eligible to office in the Society, and that if there were no legal Directors there could have been no legal election and we are without a legal President?

DO YOU KNOW that the Charter states that Directors hold office for life, unless they should resign, or be removed by two-thirds majority of the voting shares?

DO YOU KNOW that for this reason no Director was elected to the Board more than once, though most of them held office for years?

DO YOU KNOW that Bro. Russell, like all others, had to be a Director before he could be eligible to candidacy for President of the Society?

DO YOU KNOW that Bro. Russell said it would be *no proxy* for you to give another person power to cast your vote as *he* thought best? that if you were present you would cast your vote for whomsoever *you* pleased? He said in politics there is a party spirit trying to take advantage of the other party, but this should not be among the Lord's people; that when we meet for an election we want every Brother and Sister to have the fullest opportunity of expression; we want to thus find out what the Divine will is; we want to express what we think God's will is. The absent may send their proxy—but *it would be no proxy in his viewpoint in the Church to give another power to vote for you as he thought best.* (See Bro. Jones' book, "What Pastor Russell Said," page 233, first edition, page 245, second edition.)

DO YOU KNOW that Bro. Russell said that while parliamentary rules are generally wise and just and fair, still, Love comes in ahead of all the parliamentary rules in the world? Love wants all (Shareholders) to have equal voice in elections, and will not deprive any of the right to vote. He said someone might be of sharper practise and more experience and twist others all up until they would vote for something they did not understand and would afterward be dissatisfied. A satisfactory election is one in which all is done so openly and fairly that everybody's rights would be considered and all would be contented with the results. *He said it was not proper to move to close nominations after one's own choice was nominated, thus cutting off the more timid brethren from opportunity to nominate and vote for their desired candidate.* (Page 238, first edition, "What Pastor Russell Said.")

DO YOU KNOW that the laws of the land and the Charter of the Society provide that certificates of membership shall be issued by the Secretary and countersigned by the President to the persons entitled thereto, showing the shares at the rate of one vote for every ten dollars donated, and that therefore the failure to issue such certificate this year as was done last year, and requesting you to send your Proxy to Brooklyn on or before Dec. 10, is an attempt to evade the law and thereby control who shall vote?

DO YOU KNOW that the arrangement of Proxy forms issued by the management for the next Annual Election differs from that of other years, and is *DESIGNED to exclude the votes* of hundreds—if not thousands—of the Lord's consecrated people from that election, unless they confess themselves to be in harmony with the present administration and conduct of the Society's affairs?

DO YOU KNOW, OR CAN YOU BELIEVE, THAT PROXY FORMS WERE LAST YEAR SENT TO PERSONS WHO WERE KNOWN TO BE—AND TO HAVE BEEN FOR MANY YEARS—ENEMIES OF THE TRUTH, ON THE GROUND THAT THEY HAD CONTRIBUTED IN FORMER YEARS TO THE FUNDS OF THE SOCIETY? AND THAT NOW THE ATTEMPT IS BEING MADE TO EXCLUDE TRUE FRIENDS OF THE SOCIETY AND THE PRESENT TRUTH ON THE GROUND THAT THEY ARE NOT FRIENDS OF THE TRUTH BECAUSE THEY DIFFER AS TO THE INTERNAL MANAGEMENT BY THREE BRETHREN, VIZ: BROS. RUTHERFORD, VAN AMBURGH AND MACMILLAN?

DO YOU KNOW, or can you recall, that "The Watch Tower" of Nov. 1, 1917, under the subhead (on page 328) "WHO ARE ENTITLED TO VOTE?" is not in harmony with the Charter when it states that the voting-shares cannot be transferred?

DO YOU KNOW, when article VIII in the Charter says, "vacancies in the Board occasioned by death, resignation or removal, shall be filled by vote of a majority of the remaining members of the Board"; that in thus filling such vacancies they are "perpetuating" the Board, and not merely *appointing* to fill vacancies temporarily?

DO YOU KNOW, or would you not at least think, that "the spirit of a sound mind" would readily discern that the provision of the Charter, that a two-thirds vote of the Shareholders might remove any or all of the Board members, for cause, would be ample security to the Shareholders against any number of men fastening themselves upon the Society against its will?

DO YOU KNOW that the President's reasoning is utterly fallacious when he writes (in "Watch Tower," Nov. 1, 1917, p. 328, col. 2, 2d par. from bottom), "If the Directors were permitted to hold office for life, and to *elect their successors*, then it would be possible for seven men to absolutely and perpetually control the affairs of the Society in utter disregard of the wishes of the Shareholders"? Would not this also apply to the Presidency of the Peoples Pulpit Assn.?

DO YOU KNOW that the Charter of the Society provides that "Each donation of ten dollars to the funds of said Corporation shall entitle the contributor, OR HIS ASSIGNS, to one non-forfeitable, non-assessable and non-dividend-bearing share, and to one vote for every such share in said Corporation"?

DO YOU KNOW that it would be wrong for the present management of the Society to seek to force any Shareholder to forfeit his voting shares, since the Charter states that these shares are "non-forfeitable"?

DO YOU KNOW that this last instruction to Shareholders—which is partly a quotation from by-laws voted on January 6, 1917, is a contravention of section V of the Charter, which states that these voting shares are "*non-forfeitable*"?

AS TO THE BOARD

DO YOU KNOW that the Directors always elected Bro. Russell's nominees to vacancies on the Board, and that therefore he left the Board as he wanted it?

DO YOU KNOW that if the places of the four ousted Directors were vacant, then the place of Bro. Rutherford was also vacant?

DO YOU KNOW that this would have made him ineligible as a Presidential candidate and his election likewise illegal?

DO YOU KNOW that this would also make his by-laws illegal, and that therefore he could not have executive and managerial authority in the Society at home and abroad?

DO YOU KNOW that this would also make the Society without a Board?

DO YOU KNOW that thirteen able lawyers, including the Assistants of the Attorney Generals of Pennsylvania and New Jersey, have given it as their opinion that Bro. Rutherford's course in ousting the four Directors was not only morally, but also legally, wrong? And all are amazed, too, that anyone *professing to be a Christian* would attempt any such practice upon his Christian brethren?

DO YOU KNOW that while the Directors saw the possi-

bilities of too great power being seized by the new President, they considered it wise to let him have what he asked, so that his purposes, whether modest or ambitious, might be rapidly revealed?

DO YOU KNOW that under his regime no financial reports were made to the Board, and they were frequently told, "These things are none of the Board's business"; and that in his "Harvest Siftings," No. 1, Bro. Rutherford makes the claim that he is in full charge; while in his "Harvest Siftings," No. 2, after he has a so-called Board subservient to his will, he says that the Board has full control?

DO YOU KNOW that the four Directors could not, without stultifying themselves, possibly accept the President's offer to go into the Pilgrim work until after the President had righted the wrongs of which he had been guilty?

DO YOU KNOW that the original Board of Directors wished to investigate the finances of the Society so as to best conserve the interests of the contributors, but that they were summarily dismissed, so as to prevent this investigation, and were then charged with trying to wreck the Society? Don't you think that there is something wrong—that there is something that will not bear investigation?

CONTROLLERSHIP—ALSO VOTING, ETC., JAN., 1917

DO YOU KNOW that Bro. Ritchie, when Vice-President, knew nothing about the proposed resolutions for the Shareholders to pass last January, until after they were prepared and were shown him by Bro. Rutherford?

DO YOU KNOW that Bro. Ritchie said not a word in favor of those resolutions, nor did he take them to Pittsburgh, nor give them to the Resolutions Committee, as stated by Brother Rutherford?

DO YOU KNOW that Bro. Van Amburgh and Bro. Rutherford alone of the Executive Committee engineered these resolutions until they were passed?

DO YOU KNOW that Bro. Van Amburgh gave them to Bro. Margeson, the Chairman of the Resolutions Committee, recommending that the Committee report them favorably?

DO YOU KNOW that one of these resolutions provided that the person that holds the office that he has held for about fifteen years, be perpetually a member of the President's Advisory Committee?

DO YOU KNOW that Bros. Rutherford and Van Amburgh, could thus gain and retain control of the Society's affairs, if the other Directors did not appeal to the Courts or the Shareholders did not attend to the matter?

DO YOU KNOW that the provision for the Advisory Committee was one of the methods used to deprive the Board of controllership in the Society?

DO YOU KNOW that there would have been no need for an advisory committee had Bro. Rutherford intended to submit to the control of the Board?

DO YOU KNOW that the Resolutions Committee amended the resolution on the Advisory Committee because through the Board they wanted to limit the President?

DO YOU KNOW that "Light After Darkness" expressly states, bottom of page 5 and top of page 6, that the matter of dispute between Bro. Rutherford and the Resolutions Committee was on the Advisory Committee?

DO YOU KNOW that Bro. Rutherford in his "Harvest Siftings," No. 2, at great length accuses the Board's majority of denying this?

DO YOU KNOW that those sending proxies designating other candidates for President were shut off from having their votes cast for the candidate they preferred? and that they were cast for our new President?

DO YOU KNOW that on more than one occasion after Bro. Russell's death, Bro. Rutherford outlined a procedure where one might be nominated for office at the Convention, and that the nominations might be closed after seconding speeches, thus preventing further nominations, and that

strange as it may seem, Bro. Macmillan adopted this course of procedure at Pittsburgh, and later exulted in the presence of witnesses at his own cleverness?

DO YOU KNOW that Bro. Rutherford, who has for years posed among the friends as being profound in knowledge of the law, is no doubt undergoing chastisement to reduce him to his proper level, for it is now clearly seen that he has been wrong in his conclusion upon nearly every important question raised during his term as President, and that for this reason, among others not yet mentioned, it would be committing a double wrong to re-elect him in January; and

DO YOU KNOW that a second term would no doubt result in committing many more mistakes, thus involving the Society in such a tangle that it would not be considered worth while to try to straighten it out?

DO YOU KNOW that a wise man would have been glad to accept the kindly advances of co-operation of the Directors and to profit by their advice? And a humble brother succeeding to such a position would properly desire to manage the Society as one of seven Directors, and as the agent of them, rather than to attempt to rule over or do away with them entirely, as he has attempted to do?

DO YOU KNOW that the "policy" of the Society referred to in "The Watch Tower," Nov. 1, 1917, page 329, No. 2 of quotation from present By-laws, is, that the President shall rule *without restraint*, and that the Shareholders shall not be permitted to say what the President may or may not do, because they would be prevented from voting?

DO YOU KNOW that the aforementioned "policy" goes even so far as to determine that the majority members of the Board of Directors must be forbidden to enter the Tabernacle office, where their duties as Directors under the law and office duties require them to go?

DO YOU KNOW that this policy further *authorizes* violence toward the persons of those Directors and has forced them out of the Bethel Home?

DO YOU KNOW that the said policy has already developed a campaign of slander which has assumed world-wide proportions?

DO YOU KNOW that this policy has already put the Society in disrepute with people who were at least friendly toward its work?

DO YOU KNOW that Bro. Rutherford claims to be the head of the Society, and that headship implies control?

DO YOU KNOW that he engineered matters to secure headship for himself?

DO YOU KNOW that Bro. Rutherford's present claim that

he never claimed the right to control the Society's affairs is contradicted by many brethren, who heard him assert his controllership in the Society's affairs?

DO YOU KNOW that the Board is the "one head" in the Society's affairs, and that this excludes the Society's highest individual officer from being that "one head"?

DO YOU THINK that the President, either alone or controlling a subservient Board of Directors of the Society or as President of the Peoples Pulpit Assn., which he claims to have absolute authority over for life, should be permitted to say who shall be Pilgrims, and so make the Church and the three corporations (viz., the Watch Tower Society, the Peoples Pulpit Assn. and the International Bible Students Assn.) a one-mind proposition, as he said the Society is in his "Siftings," No. 1, and that mind *his* mind? Honestly now—do you think so?

DO YOU KNOW that at the annual meeting of the New York Church last month the required number needed to elect Elders is a three-fourths vote, and that even with the aid of the Bethel Family the President and others would not have been able to have been elected as Elders for the ensuing year, and hence the election was postponed until January?

DO YOU KNOW that it was suggested, with the connivance of the President and others, that the brethren named in "Harvest Siftings," No. 1, and in "Light After Darkness," should not be voted on for Elders of the New York Church, and that it was suggested by the President that those who are acting as Pilgrims are Elders of the Church at large anyway and would not need to be voted on at all, and that this plan would have eliminated the four "deposed" Directors as Elders, because they have been discharged as Pilgrims by the influence and direction of the President, and that the brethren named in and participating in "Harvest Siftings" as acting Pilgrims would, by reason of being Pilgrims, be Elders of every Church in the world, without being elected as Elders by any Church, not even the New York Church? Thus the President would create a hierarchy that would rival the hierarchy of the Catholic church. Do you think that such a scheme as outlined in the preceding section was an honest one? Many in the New York Ecclesia did not think so. They showed their disapproval of this by calling attention to a resolution already on their records to the effect "That no one be considered an Elder of this congregation unless duly elected as such."

DO YOU KNOW that the persons who are subjects of many false statements put into your hands are denied any and every opportunity of clearing their reputations of these untruths?

DO YOU KNOW that by upholding this course of conduct, and not protesting against it, you are violating the Scriptures?

DO YOU KNOW that the Management is reporting that the Society is receiving an average of one thousand dollars a day for the work?

DO YOU KNOW that you don't know what it is being used for, and that no one else knows, either, among those who should know, but that the knowledge is confined to Bros. Rutherford, Van Amburgh and Macmillan?

DO YOU KNOW that some of the Lord's saints were forced out of the Bethel with only a few hours' notice to look for food and shelter?

DO YOU KNOW that the Board has not been permitted to control, as required by the Charter, since Bro. Rutherford secured the passage of his By-laws?

DO YOU KNOW that he, contrary to law, both human and Divine, ousted four legal Directors of the Society, and that by your silence you are lending aid and comfort to this great wrong?

DO YOU KNOW that he did this because they, as the Board's majority, sought to take from him the Board's authority, which he usurped, and place in him the proper management only?

DO YOU KNOW that he juggles the meanings of the word "management" to hide his usurpations?

DO YOU KNOW that the issue between the Board's majority and him was on controllership in the Society's affairs, and not on management, as distinct from controllership?

DO YOU KNOW that Bro. Rutherford, by publishing their affidavits, encourages brethren to violate Jesus' and James' prohibition of brethren making oaths to assure one another? (Matt. 5:34 and James 5:12.)

DO YOU KNOW that while Bro. Rutherford stated that it would be inadvisable to take consecrated time and money from Harvest work to hold a meeting of the Shareholders to consider the Board situation, he was using much such money and much of the time of many of the Lord's people at Bethel, among the churches and at Conventions, unparalleled in number, to justify his course and enlist the brethren on his side to further his ambitions and evil course?

DO YOU KNOW that one who has plunged the Lord's people into the present confusion in so short a time after his election is unfit for the Presidency?

DO YOU KNOW that the Vice-President of the Society should have acted in the place of the President at the time of Bro. Russell's death until the next election, but, instead of that, he was put aside by the Counsellor?

DO YOU KNOW that the term Counsellor in the Church applies only to the Lord Jesus and is the work of the Advocate? Counsellor to the Church is different from legal counsellor employed by the corporation.

DO YOU KNOW that when Bro. Rutherford, in fact though not in name, assumed the duties of the President previous to the election he thereby set aside the provision of the Lord for that work during the time between Bro. Russell's death and the election in Pittsburgh on the following January?

DO YOU KNOW that between October, 1916, and January, 1917—from the time of Brother Russell's death until the election of another President—Bro. Rutherford took possession of practically all the work of the Vice-President, and then used his personal influence on the floor of the Pittsburgh Convention to defeat Vice-President Ritchie in favor of a Vice-President who lives in Connecticut?

DO YOU KNOW that Bro. Rutherford was so much interested in the Pittsburgh Resolution that he intercepted the Committee on its way to report to the Convention, and coerced them for an hour into changing it back to the way he had prepared it, so that he and Bro. Van Amburgh would have control of everything?

BRO. RUSSELL'S WILL

DO YOU KNOW that Bro. Russell donated "The Watch Tower," the B. S. M. and the copyrights of the "Studies in the Scriptures," and various other booklets, hymn-books, etc., to the Watch Tower Bible and Tract Society with the explicit understanding that after his death they should be conducted according to his direction and wishes? (See Z, Dec. 1, 1916, page 358.)

DO YOU KNOW that for 24 years he put more money into the Society than all others combined?

DO YOU KNOW that only one of the five brethren named in Bro. Russell's will as the Editorial Committee is really acting?

DO YOU KNOW that Bro. Russell in his Will named five other brethren as among the most suitable from which to fill vacancies that might occur on the Editorial Committee, and that the last living one named among this second selection has been first on the acting committee since Bro. Russell's death?

DO YOU KNOW that Bro. Hirsh, whose name appears in "The Tower" as one of the Editorial Committee, has not been permitted to act in that capacity for some months past?

DO YOU KNOW that Bro. Rutherford claims that the five sisters whom Bro. Russell designated years before his death to vote his shares in the Society are not recognized by the President as trustees for that purpose, but that when charges were preferred against Bro. Hirsh as a member of the Editorial Committee, as provided in Bro. Russell's will, it was proposed, as indicated by the charges, to consider such sisters as trustees?

DO YOU KNOW that the charges actually served on Bro. Hirsh were in substance charges against him as being guilty of having criticized Bros. Rutherford, Van Amburgh and

Macmillan, and that thus these brethren expected, by convicting Bro. Hirsh, to prematurely try the greater question?

DO YOU KNOW that the charges preferred against Bro. Hirsh, whereby he was suspended from acting on the Editorial Committee, and thus unable to check matters going into "The Watch Tower," were to be tried before the Board of Judgment within 60 days, namely, on or before Nov. 4, 1917, and that he was never brought to trial before that Board on those charges or any other charges and that he is still kept from service on the Editorial Committee?

DO YOU KNOW that the list of the Editorial Committee published on the second page of "The Watch Tower" has never yet been truthful, since some of the brethren named have not been serving? Bro. Robison has not been allowed to serve, Bro. Rockwell's name appeared for months after his resignation, Bro. Hirsh is not now allowed to serve and Bro. Fisher lives over a hundred miles distant from the office.

DO YOU KNOW that Bro. Russell's Will was not observed in that a headship or hierarchy is established, contrary to his general policy?

DO YOU KNOW that the new Volunteer B. S. M.'s have not been made up of "reprints from Bro. Russell's published sermons," as he requested, and that the first Volunteer number this year was filled with Bro. Rutherford's two articles?

DO YOU KNOW that Bro. Russell's article on "Justice" was lifted from one issue of "The World on Fire" and substituted by one from Bro. Rutherford and that in cutting out they left unfinished an article by Bro. Russell, not even completing the sentence?

DO YOU KNOW that although the Church stands overwhelmingly for the carrying out of Bro. Russell's policies, as outlined in his Charter and Will, a strong delusion seems to have taken possession of them, and they are, largely for the sake of peace, joining with those who are subverting everything we hold dear?

The Scriptures say: "The wisdom from above is

"FIRST—Pure!

"THEN—Peaceable!"

PRESENT MANAGEMENT

DO YOU KNOW that the People's Pulpit Assn. has gained the ascendancy over the Watch Tower Bible and Tract Society within one year after Bro. Russell's death?

DO YOU KNOW that the Society, the Church and all concerned would have been much better off if the management had carried out the Will and wishes of our dear departed Pastor?

DO YOU KNOW that many classes in and near New York City are no longer satisfied with the Pilgrim service supplied by the present management, and that Deacons and less than Deacons are frequently used in this important branch of the service?

DO YOU KNOW that the present management frequently refer to Bro. Russell's "mistakes"?

DO YOU KNOW that it is under the present management that the Church at large has been rent with controversies and almost split in two? Does this speak well for the management?

DO YOU KNOW that the work is now managed on the basis of policy, expediency and favoritism instead of on the basis of Justice and Love?

DO YOU KNOW that the Bible says, "If the foundations be removed, what shall the righteous do?"

DO YOU KNOW that with the foundation of Justice removed that the super-structure will eventually fall into the pit?

DO YOU KNOW that the very persons that Bro. Russell wisely held in check are now advanced and favored by the present administration?

DO YOU KNOW that the President is injuring himself, the Bethel Home, the Tabernacle, "The Watch Tower," the Society and the Church by not receiving some word of admonition and caution from the dear Saints of God scattered throughout the world, indicating to him your conviction that it would be better for the work in every way for him to carry out the thoughts of Bro. Russell, as expressed in the Society's Charter, his will, and the approved methods and policies of some forty years of actual experience in the Harvest work?

DO YOU NOT KNOW that loyalty to the Lord includes the thought of loyalty to His steward?

DO YOU NOT KNOW that the Lord has permitted evil in the Society and the channel so as to test and develop the more than overcomers? To cooperate with wrong is disloyalty to the Lord and to the Truth.

DO YOU NOT KNOW that one can go out of the Truth in practice as well as in doctrine? One may even hold down the Truth in unrighteousness.

DO YOU KNOW that the reported great increase in work at headquarters does not necessarily indicate that the interests of the Truth are being more widely or effectually served?

DO YOU KNOW that a great amount of this increased expenditure of money, time and labor is due to (1) Bro. Russell's death; (2) Unnecessary changes in work outlined by Bro. Russell; (3) issuance of Vol. 7; (4) issuance of "Harvest Siftings" with the resulting confusion and distress upon the Church; (5) the seeking "approval and endorsement for the present management"; (6) an unprecedented succession of Conventions for some months past, largely to boom the President for reelection; (7) the arrangements *re* the coming election as outlined in Nov. 1 "Tower," which will surely produce an unparalleled correspondence report for this year?

DO YOU KNOW that while it is admitted (Vol. 7, p. 227) that the W. T. B. & T. So. was organized for the purpose of carrying forward Bro. Russell's work (Z. '17, p. 22), nevertheless, under its present management, practically every branch of work laid out by him has been either greatly curtailed or eliminated?

DO YOU KNOW that although Bro. Robison desired to take up his duties on the Editorial Committee of "The Watch Tower," he was prevented from so doing by some trumped-up charges eagerly seized upon by Bros. Rutherford and Van Amburgh?

DO YOU KNOW that they made Bro. Sturgeon's life so miserable while he was endeavoring to serve on the Editorial Committee that he resigned, not only his position as one of the Editors of "The Tower," but also his position on the V. D. M. Board and also as a member of the Bethel Family?

DO YOU KNOW that although Bro. Rutherford's name was not mentioned by Bro. Russell as a member of the original Editorial Committee, but was tenth on the list, he is now, not only first on the list, but ruling with such a high hand that no one dare object to anything he writes without fearing dismissal from the service?

DO YOU KNOW that Bro. Russell's Board of Directors, Bro. Russell's Editorial Committee, Bro. Russell's V. D. M. Board, etc., have suffered so much through processes of smiting inflicted by the Rutherford-MacMillan-Van Amburgh rule that the large majority of them have either been driven out of Bethel or are not permitted to enter to take up their duties?

DO YOU KNOW that the support which the Truth friends are now giving Bro. Rutherford, in plain view of what he has done and is still doing, is looked upon by him as an endorsement of all his wrongful acts and an encouragement to continue to disregard his obligations to Bro. Russell?

DO YOU KNOW that Bro. Russell no doubt would never have given to the Society all his possessions if he had known in advance that his Charter would be declared illegal and shamelessly violated, his Will set aside and his Board of Directors put out of office, and that the Church all over the

world would continue to support the President who is doing all these things?

DO YOU KNOW that the delusion which Bro. Rutherford has thus far thrust upon the Church—in making it believe that he is supporting Bro. Russell's policies and carrying them out, when he is not—may be one of the "strong delusions" ("energy of delusion") referred to by St. Paul in order that those who do not hold the Truth in absolute righteousness may "believe a lie"?

DO YOU KNOW that the Board of Directors entered into

a solemn promise with Bro. Russell before he donated to the Society all that it holds dear, and that that covenant was that the Board would conduct the Society's affairs according to his wishes during his life and also according to his expressed wishes after his death? and

DO YOU KNOW that when the majority of the Board preferred to be true to their covenant made with Bro. Russell, Bro. Rutherford showed his disregard for his share in the covenant to which he succeeded by violating Bro. Russell's Will, his Charter and thrusting his Board of Directors out?

LEGAL OPINION BY MEMBER OF PHILADELPHIA BAR

LAW OFFICES

J. FITHIAN TATEM

STEPHEN GIRARD BUILDING, PHILADELPHIA, PA.

In view of the fact that Brother Rutherford based his action upon the opinion of a Philadelphia lawyer, it was thought advisable to have a competent member of the Philadelphia bar examine into these questions from the standpoint of the Pennsylvania Courts, so that we might view affairs as the lawyers of the home State of the Society would look upon them, and also to finally determine whether a capable Philadelphia lawyer would corroborate the opinion obtained by the President, or would corroborate the opinion rendered by Messrs. Davies, Auerbach & Cornell, of New York, who were the advisors of the Directors. That New York law firm stands at the head of the legal profession in New York, as any well-informed lawyer will agree if asked, and Mr. Tatem, whose opinion just rendered us follows, is experienced and careful and a well-versed man in corporate law.

The opinion follows:

It is my understanding that this Society is a corporation of the first-class, organized under paragraph two of the 2d Section of our Corporation Act, which provides for the organization of corporations for "the support of any benevolent, charitable, educational or missionary undertaking." In answer to your inquiry I beg to reply as follows:

1. A corporation legally organized according to the laws of the State in which it is incorporated becomes for all purposes a body politic, and in the absence of express prohibition in the laws of the State under which it is incorporated and of those jurisdictions where it proposes to do business, can do business anywhere. The laws of Pennsylvania contain no such prohibition; such a corporation should, on general principles, have a right to do business in the State of New York, unless to do so would be in violation of the statute of that State.

2. It is a general principle that "a meeting of the Directors of a corporation may be held outside of the State creating the corporation, unless the Charter or a statute expressly forbids such a meeting. The acts, proceedings and contracts of a meeting of the Board of Directors held outside of the State are valid and enforceable." (Cook on Corp., 7th Ed., 713 a.)

3. Instead of forbidding meetings of Directors outside the State of Pennsylvania, the provisions of the Act of Nov. 27, 1865 (Purdon's Digest, Vol. 1, title "Corporations," Sec. 74), expressly authorize the holding of meetings of Directors either within or without the State, as a majority may from time to time appoint. This provision is, however, applicable only to those corporations where a majority of the Directors thereof are citizens of any other State. *The only limitation is that the annual election for officers must be held in the State of Pennsylvania.*

4. In my opinion the proviso of the Pennsylvania corporation act, which stipulates that three of the incorporators must be citizens of Pennsylvania, does not require that there shall at all times be three members of the Board of Directors citizens of this Commonwealth. The requirement applies only to the organization of the corporation. The cases which are sometimes referred to as sustaining the contrary opinion do not, in fact, deal with this question at all. I refer particularly to those cited in 1 Purdon 775, note i.

5. It is further to be noted that the Charter of this Society, which was incorporated as above, under paragraph two of the 2d section of the Pennsylvania Corporation Act, which provides for the organization of corporations of the first class, as approved and certified by the Court, *contains no provision which would require three Directors to be residents of the Commonwealth of Pennsylvania.*

6. The Directors of a corporation hold over not only until the time for the next annual election of Directors, but until their successors are actually elected. During the time within which they hold over by reason of the failure of the corporation to legally elect their successors *they are Directors in a full and complete sense, both de facto and de jure.* During this time they may elect officers and can also be required to perform the duties enjoined by law with the same fidelity as regularly elected officers, and are likewise subject to the same liability for any failure of duty occurring during the term for which they may be holding over. (Cook on Corp., 7th Ed., Para. 713.) See also Penn. Milk Producers' Assn., 20 Pa. C. C. Rep., 540; Jenkins vs. Baxter, 160 Pa. St., 199.

7. *Under the corporation act of Pennsylvania, the power to fill vacancies in a Board of Directors is vested in the remaining members of the Board.* Where the statute provides a definite method for doing a thing it must be followed rather than the method prescribed in the Charter, which is contrary to the statute and without authority.

8. The Charter of the corporation having provided that those who had contributed a certain sum were entitled to vote, the officers or Directors or even the Stockholders (so-called), would have no right to adopt a by-law which sets up another and contradictory test as to the right to vote, namely, that one must be in full harmony with the Society. Such a by-law could have no effect on the rights of those who had complied with the Charter provision and were therefore entitled to voting rights. The only way in which their rights could be taken away from them would be by a formal amendment of the Charter.

9. In regard to the Proxies to be used at an election, it is, of course, possible for a corporation to provide by duly adopted by-laws, that stock transferred within a certain number of days before the annual meeting shall not be voted. Such a provision makes it possible for the officers to prepare a list of Stockholders entitled to vote. In the absence of such a by-law stock can be transferred up to the date of the meeting, and Proxies can be presented at the meeting and voted. The officers should have a list of stockholders at the meeting, and should also have there the stock ledger and transfer book. As this is a Pennsylvania corporation, it must be remembered that under the provisions of our statute a Proxy dated more than two months prior to any meeting or election is invalid, and that the Proxy must be witnessed. (1 Purdon Corp., Para. 85.)

Trusting that I have answered in outline the more important questions which you submitted to me, I remain,

Yours very truly,

J. FITHIAN TATEM.

OUR STATEMENT

This paper was prepared with great care as to the **accuracy of the statements made herein**, as was done also in the preparation of "Light After Darkness." Five brethren spent much time and labor in the preparation of the latter paper, and we still believe it to be as accurate, both in letter and in spirit, as possible for five brethren to make anything.

The "Do You Know" Questions, which occupy a considerable part of this paper, were written by a large number of well-informed friends of the New York congregation, who, together with ourselves, vouch for the truthfulness of the statements made in their respective queries. The Prefatory was not written by us, nor with our knowledge.

The lamented legal questions, which have been raised by the President in this controversy, have been taken care of on our side by Bro. McGee, who is an attorney well known to thousands of friends, many of whom, including our dear departed Pastor, have at times consulted him regarding important legal matters. Bro. McGee is one of the lawyers on the staff of the Attorney General of the State of New Jersey, and his opinion of the legal questions raised by Bro. Rutherford has been concurred in by 12 lawyers, all interested in the case, two of whom are Pennsylvania attorneys [in which State the Society's Charter was issued], the opinion of one of whom is also printed in this paper.

We have no pleasure in pointing out herein the gross errors made, both legal and otherwise, in the management of the affairs of our Society during the past year by the President. The issues, unnecessarily raised by him and spread by him far and wide, are taken up by us only because we believe and know that the information furnished in the "Harvest Siftings" is in many instances so far wide of

the Truth as to leave the friends under a **very** wrong impression—in fact, under “a strong delusion.”

We feel, therefore, that we would be very remiss in our duty if we were not explicit, and our sole object in assisting in the getting out of this paper is in order to furnish a complete service to the Shareholders and, in fact, to all the brethren. The controversy is not a personal one, but involves principles of righteousness, which we cannot properly set aside.

The letter enclosed herewith, handed to us just before this paper went to press, suggesting the submission of the matters in controversy to 15 wise and impartial Shareholders, to report the results of their investigations at the Shareholders' meeting in January, appeals to us very favorably, and it is our prayer that Bro. Rutherford will take the same view of the matter as we do. We are advised that over 150 signatures of the New York congregation are attached to the appeal, and that many more could have been had, if time had permitted.

A. I. RITCHIE,
J. D. WRIGHT,
I. F. HOSKINS,
R. H. HIRSH,

P. O. Box 179, Brooklyn, N. Y.

P. S.—Proxies for the Election to be held in Allegheny, Pa., on January 5, may be sent to any of the following:

W. J. Hollister, 92 Columbia Hts., Brooklyn, N. Y.
F. H. McGee, Freehold, N. J.
J. L. Cooke, 84 Fulton St., Brooklyn, N. Y.
G. L. Wiley, 55 Liberty St., N. Y. City, N. Y.

Of course, it is preferable for Shareholders who may be able to do so to attend the Annual Meeting in person, and we would prefer that those voting by Proxy should send them by some one from the home class. The name of the person authorized to vote the Proxy must be written therein. In fact, all blanks connected with the Proxy itself must be filled in.