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## Review of “Corporate Resolutions,” By Isabel Drummond

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part which sociologists, psychiatrists, and others must play in its solution. To the end that they shall do so, Professor Sayre has included in his book a general introduction by Dean Pound and an introductory chapter of 22 closely-printed pages of readings on the purposes and problems of criminal justice. These readings range from a recent editorial in the *New York World* to a paragraph from Aristotle's *NICOMACHEAN ETHICS*, and there are footnote references to numerous other books and articles.

Chapter II, containing 64 pages, marks a return to the arrangement of Beale's first edition, in which criminal procedure was briefly dealt with in the early part of the book. Professor Sayre, however, has packed his pages full of material which traces the changes in criminal procedure and punishment from the hue and cry and appeal of Bracton's time to the indeterminate sentence laws of the present day. Thus the important question of procedure is stressed at the outset and the student is at the same time made familiar with the origins of many of the features of modern criminal law. The editor finds room for such practical material as a typical information and a transcript of a record.

The particular characteristics of the body of Professor Sayre's book, which deals with the more traditional content of courses on criminal law, must of necessity be passed over in a review of this character. Two noteworthy features should, however, be mentioned. One is the large quantity of non-case material which is included, comprising Federal, state, and foreign statutes, as well as passages from leading writers on jurisprudence, legal history, and criminal law. The other is the wealth of references in the footnotes, many of which lead to case and statute law, and others of which call attention to books and articles dealing with problems and developments in the administration of criminal justice. Thus there is made available to the student within the covers of a single volume enough material to acquaint him with most of the factors, legal and non-legal, which have shaped the criminal law in the past and are shaping it today, as well as the means of going outside for a more intensive study. It is a far cry from a book of this sort to the older, skeleton casebook.

To the teacher contemplating the use of a book of this kind a number of problems are presented. Unless the class time is clearly adequate, a careful selection of material must be made. Further than this, however, the effect upon the student, especially the first-year student, will be confusion instead of clarity unless he brings equipment of a high order and is prepared to undertake the study of law as a discipline of a most exacting kind, which involves far more than logical analysis. Clearly a book like Professor Sayre's is prepared for a type of legal education which is as different from purely technical casebook study as that is from the memory work of an earlier time.

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**CORPORATE RESOLUTIONS.** By *Isabel Drummond*, A.B., LL.B. Member of the Philadelphia Bar and Assistant City Solicitor of Philadelphia. pp. xviii and 325. New York: The Ronald Press Company, 1926.

This is a form book and it is hard to make form books interesting, but the author has met with fair success in this respect. The book contains forms of resolutions and, in addition, 16 pages of what is called, "History and Analysis of the Law Governing Corporate Resolutions," and also some foot-notes containing citations of cases bearing on the forms, as well as some explanation of the forms. The last part of the book consists of forms of corporate notices. These are not strictly resolutions, but the subject is very pertinent and quite properly included in a book of this sort. The author states, on p. 17, that an examina-

tion of the minute books of numerous corporations, both large and small, revealed "in many instances, a maze of obscure and insensible words and repugnant sentences, a confusion of the various types of resolutions, and an apparent want of apprehension on the part of the corporate officers of an imminent Waterloo in the event of any litigation."

This reviewer heartily endorses the author's opinion that corporate resolutions should be drawn with more care than they generally are drawn.

In the hands of an attorney, this book will prove useful, and, on the theory that half a loaf is better than none, it is probably well that unskilled persons, who intend to draw resolutions, should, first, earnestly study this book.

However, it is asking too much to expect that an unskilled person, by the aid of this book, can draw corporate resolutions in important matters as well as a trained lawyer, and this idea might, perhaps, be emphasized somewhat more than it is, especially as the publishers, in the circular describing the book, are quite optimistic about its value to others than lawyers.

An interesting feature of the book is the author's practice in using the word "Resolved," instead of "Be It Resolved," and, also, using the words "Further Resolved," instead of "Be It Further Resolved," as may be seen from the following example, appearing on p. 93:

Resolved, That hereafter and until further action by the Board, the checks of the Company should be signed by Mr. \_\_\_\_\_, the President, and that the counter signature of Mr. \_\_\_\_\_ be dispensed with.

Further resolved, That the \_\_\_\_\_ Bank, the depository of the Company, be authorized to honor checks drawn on the funds of the Company and signed by \_\_\_\_\_ alone.

A large number of the forms in this book have been involved in suits in the appellate courts, and, in such cases, the author gives the citation of the book and page where the proceeding may be found, as well as the title of the cause.

The index is, apparently, quite complete.

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THE LIVING CONSTITUTION. By Howard Lee McBain, Ruggles Professor of Constitutional Law, Columbia University. pp. VII and 284. New York: The Macmillan Co., 1927. Price \$1.50.

This is a recent publication in the Macmillan series of short volumes entitled THE WORLD TO-DAY BOOKSHELF, edited by Dr. Charles A. Beard. Professor McBain writes with the authority of a student and teacher of Constitutional Law but presents his material in form capable of being understood by the layman as well as the lawyer. Starting with an analysis of Written Constitutions he discusses in successive chapters The Federal System, Bill of Rights, The Presidential System, Checks and Balances, The Representative System and Judicial Control.

As indicated by its title the book is concerned with the Constitution as it actually exists and functions. Those who regard this instrument as embodying merely the creative effort of the Eighteenth Century Fathers may learn by reading this volume how the Constitution has been changed and expanded not only by Congress, President and Court but also through the less tangible but equally effective customs of political parties. The author has a keen power of analysis, he is familiar with our historical development and political practices and throughout the volume he preserves a clear distinction between the fictions or legends and the realities of our fundamental law.