

2012 -- H 7547

=====  
LC01378  
=====

STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2012

—————  
A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS AND PARTNERSHIPS -- OFFICERS

Introduced By: Representatives McNamara, and Bennett

Date Introduced: February 15, 2012

Referred To: House Finance

It is enacted by the General Assembly as follows:

1           SECTION 1. Section 7-1.2-812 of the General Laws in Chapter 7-1.2 entitled "Rhode  
2 Island Business Corporation Act" is hereby amended to read as follows:

3           **7-1.2-812. Officers.** -- (a) The officers of a corporation consist of a president, a secretary,  
4 and a treasurer, and such other officers as are authorized by the bylaws or the board of directors  
5 each of whom is elected by the board of directors or by the shareholders at a time and in a manner  
6 as prescribed by the bylaws. Any other officers and assistant officers and agents as that are  
7 necessary may be elected or appointed by the board of directors or by the shareholders or chosen  
8 in another manner prescribed by the bylaws. Any two (2) or more offices may be held by the  
9 same person. A failure to elect officers does not dissolve or otherwise affect the corporation.

10           (b) All officers of the corporation, as between themselves and the corporation, have the  
11 authority and perform any duties in the management of the corporation that may be provided in  
12 the bylaws, or that may be determined by resolution of the board of directors, subject to any  
13 limitations on the authority contained in the bylaws.

14           (c) No officer of a corporation under this chapter that receives funding or reimbursement  
15 from Medicare shall receive a salary and benefit package which exceeds one hundred ninety  
16 thousand dollars (\$190,000) per year.

17           SECTION 2. Section 7-6-28 of the General Laws in Chapter 7-6 entitled "Rhode Island  
18 Nonprofit Corporation Act" is hereby amended to read as follows:

19           **7-6-28. Officers.** -- (a) The officers of a corporation consist of a president, one or more

1 vice presidents, if prescribed by the bylaws, a secretary, a treasurer, and any other officers and  
2 assistant officers that are deemed necessary, each of whom shall be elected or appointed at the  
3 time and in the manner and for the terms not exceeding three (3) years that are prescribed in the  
4 articles of incorporation or the bylaws. In the absence of any provision, all officers shall be  
5 elected or appointed annually by the board of directors. Any two (2) or more offices may be held  
6 by the same person, except the offices of president and secretary.

7 (b) The articles of incorporation or the bylaws may provide that any one or more officers  
8 of the corporation are ex officio members of the board of directors.

9 (c) The officers of a corporation may be designated by any additional titles that may be  
10 provided in the articles of incorporation or the bylaws.

11 (d) No officer of a corporation under this chapter that receives funding or reimbursement  
12 from Medicare shall receive a salary and benefit package which exceeds one hundred ninety  
13 thousand dollars (\$190,000) per year.

14 SECTION 3. This act shall take effect upon passage.

=====  
LC01378  
=====

EXPLANATION  
BY THE LEGISLATIVE COUNCIL  
OF

A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS AND PARTNERSHIPS -- OFFICERS

\*\*\*

1           This act would limit the compensation for officers of profit and non-profit corporations  
2 receiving funding from Medicare to not more than one hundred ninety thousand dollars  
3 (\$190,000) a year.

4           This act would take effect upon passage.

=====  
LC01378  
=====