

2014 -- H 7283

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STATE OF RHODE ISLAND

IN GENERAL ASSEMBLY

JANUARY SESSION, A.D. 2014

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A N A C T

RELATING TO CORPORATIONS, ASSOCIATIONS, AND PARTNERSHIPS

Introduced By: Representatives Keable, Kazarian, Finn, Casey, and Carnevale

Date Introduced: January 31, 2014

Referred To: House Corporations

(Secretary of State)

It is enacted by the General Assembly as follows:

1 SECTION 1. Sections 7-6-2 and 7-6-90 of the General Laws in Chapter 7-6 entitled  
2 "Rhode Island Nonprofit Corporation Act" are hereby amended to read as follows:

3 **7-6-2. Definitions.** -- As used in this chapter, unless the context otherwise requires, the  
4 term:

5 (1) "Articles of incorporation" means the original or restated articles of incorporation or  
6 articles of consolidation and all amendments to it, including articles of merger and special acts of  
7 the general assembly creating corporations.

8 (2) "Board of directors" means the group of persons vested with the management of the  
9 affairs of the corporation (including, without being limited to, a board of trustees) regardless of  
10 the name by which the group is designated.

11 (3) "Bylaws" means the code or codes of rules adopted for the regulation or management  
12 of the affairs of the corporation regardless of the name or names by which the rules are  
13 designated.

14 (4) "Corporation" or "domestic corporation" means a nonprofit corporation subject to the  
15 provisions of this chapter, except a foreign corporation.

16 (5) "Delivering/Delivered" means either physically transferring a paper document to the  
17 secretary of state or transferring a document to the secretary of state by electronic transmission  
18 through a medium provided and authorized by the secretary of state.

19 (6) "Director" means a member of a board of directors.

1 (7) "Filing" means delivered to the secretary of state in either paper format or electronic  
2 transmission through a medium provided and authorized by the secretary of state.

3 (8) "Foreign corporation" means a nonprofit corporation organized under laws other than  
4 the laws of this state.

5 (9) "Insolvent" means inability of a corporation to pay its debts as they become due in  
6 the usual course of its affairs.

7 (10) "Member" means one having membership rights in a corporation in accordance with  
8 the provisions of its articles of incorporation or bylaws regardless of the name by which the  
9 person is designated.

10 (11) "Nonprofit corporation" means a corporation no part of the income or profit of  
11 which is distributable to its members, directors, or officers except as otherwise expressly  
12 permitted by this chapter.

13 (12) "Volunteer" means an individual performing services for a nonprofit corporation  
14 without compensation.

15 (13) "Signature" or "Signed or "Executed" means an original signature, facsimile, or an  
16 electronically transmitted signature submitted through a medium provided and authorized by the  
17 secretary of state.

18 (14) "Electronic transmission" means any form of communication, not directly involving  
19 the physical transmission of paper, that creates a record that may be retained, retrieved, and  
20 reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a  
21 recipient through an automated process.

22 [\(15\) "Authorized Representative" means a person who is duly authorized by a nonprofit](#)  
23 [corporation's board of directors to act on behalf of the nonprofit corporation.](#)

24 **7-6-90. Annual report of domestic and foreign corporations.** -- (a) Each domestic  
25 corporation, and each foreign corporation authorized to conduct affairs in this state, shall file,  
26 within the time prescribed by this chapter, an annual report setting forth the following  
27 information as of the date of the report:

28 (1) The name of the corporation and the state or country under the laws of which it is  
29 incorporated.

30 (2) The address of the registered office of the corporation in this state, and the name of  
31 its registered agent in this state at the address.

32 (3) The address of the principal office of the corporation.

33 (4) A brief statement of the character of the affairs which the corporation is actually  
34 conducting, or, in the case of a foreign corporation, which the corporation is actually conducting

1 in this state.

2 (5) The names and respective addresses of the directors and officers of the corporation.

3 (b) The annual report shall be made on forms prescribed and furnished by the secretary  
4 of state, and the information contained in the report shall be given as of the date of the execution  
5 of the report. It shall be executed by the corporation by its president, a vice president, secretary,  
6 an assistant secretary, ~~or~~ treasurer [or authorized representative](#), or, if the corporation is in the  
7 hands of a receiver or trustee, it shall be executed on behalf of the corporation by the receiver or  
8 trustee.

9 SECTION 2. This act shall take effect upon passage.

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EXPLANATION  
BY THE LEGISLATIVE COUNCIL  
OF

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1           This act would establish the position of an "authorized representative" for nonprofit  
2 corporations, and would authorize an authorized representative to execute the nonprofit  
3 corporation's annual report.

4           This act would take effect upon passage.

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