

2014 -- H 8366

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LC006033  
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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

IN AMENDMENT OF AN ACT TO INCORPORATE THE WESTERLY CEMETERY  
COMPANY AS AMENDED

Introduced By: Representative Brian P.Kennedy

Date Introduced: June 20, 2014

Referred To: House Corporations

It is enacted by the General Assembly as follows:

1           SECTION 1. That act entitled "An Act to Incorporate the Westerly Cemetery Company"  
2 enacted at the October Session 1849, as amended at the sessions of January 1853, January 1882,  
3 January 1908 and January 1996, is hereby further amended to read as follows:

4           Section 1. Vincent Carr, Lyndon Taylor, George D. Cross, William C. Pendleton, Rowse  
5 Babcock, Horatio N. Campbell, and such others as are or may be associated with them, and their  
6 successors, shall be a body politic and corporate by law, under the name of the River Bend  
7 Cemetery Company and by that name shall be able and capable in law to have and use a common  
8 seal, and to do all other things that are incident to corporations.

9           Section 2. ~~The estate, property and affairs of said corporation shall be managed by five~~  
10 ~~trustees, a majority of whom shall be a quorum capable of doing business. The trustees shall be~~  
11 ~~elected to five year terms, it being the intention to elect only one trustee at every annual meeting.~~

12           ~~At the next annual meeting, five trustees shall be voted in, one for a one year term, one~~  
13 ~~for a two year term, one for a three year term, one for a four year term and one for a five year~~  
14 ~~term. The election shall be by ballot, and every proprietor of a lot, or if there be more than one~~  
15 ~~proprietor of any such lot, then such one as a majority of the proprietors of such original lot, for~~  
16 ~~the time being, shall designate to represent such lot, shall have either in person or by proxy, one~~  
17 ~~vote for each such lot, and the person being a lot proprietor, having a majority of all the votes~~  
18 ~~given at such election, shall be declared a duly elected trustee for each of the five different terms.~~

1 ~~At every annual meeting subsequent to the next annual meeting, one trustee shall be~~  
2 ~~voted in for a five year term. The election shall be by ballot, and every proprietor of a lot, or if~~  
3 ~~there be more than one proprietor of any such lot, then such one as a majority of the proprietors of~~  
4 ~~such original lot, for the time being, shall designate to represent such lot, shall have either in~~  
5 ~~person or by proxy, one vote for each such lot, and the person being a lot proprietor, having a~~  
6 ~~majority of all the votes given at such election, shall be declared a duly elected trustee for a five~~  
7 ~~year term.~~

8 ~~The trustees shall in all cases be chosen from among the lot proprietors, and shall have~~  
9 ~~the power to fill vacancies in their number that may occur during the period from which they hold~~  
10 ~~their office; and in case of a failure in the annual meeting of the Company, the trustees for the~~  
11 ~~time being shall continue in office and shall elect others to fill vacancies until an election shall~~  
12 ~~take place by the Company.~~

13 (A) The estate, property and affairs of said corporation shall be managed by at least five  
14 (5) trustees but no more than seven (7) trustees, all of whom must be lot proprietor(s). The term,  
15 "lot proprietor(s)", for the purposes of this subparagraph 2.A., shall be defined as a person who  
16 personally owns an interest in a River Bend Cemetery lot, a person who is a trustee and represents  
17 the trust owning such an interest, a person who is the managing partner of a general or limited  
18 partnership or a limited liability partnership owning such an interest, a person who is the  
19 managing partner of a general or limited partnership owning such an interest and represents their  
20 interest, or an officer representing a corporation or a limited liability company that owns such an  
21 interest and said officer represents their interest or a person who represents some other entity (an  
22 estate or other entity) that owns such an interest and said person represents such other entity.

23 (B) The number of trustees, between five (5) and seven (7) shall be determined by the  
24 Board of Trustees at any annual meeting of the corporation. The terms of the trustees shall be for  
25 five (5) years. In no event shall more than two (2) trustees be elected in any one calendar year.  
26 Should a trusteeship, for whatever reason, be vacated, the board of trustees shall have the power  
27 to elect a replacement trustee for a term ending at the next annual meeting, unless such  
28 subsequent election exceeds the limit set herein, then the term may be extended for one more  
29 calendar year. The rules regarding trustee terms staggering, the definition of a voter (to be based  
30 on lot ownership), proxy voting, et cetera, shall be determined by the board of trustees in the  
31 bylaws of the corporation.

32 Section 3. An annual meeting of said Company shall be ~~held~~ ~~olden~~ at such time and place  
33 as the by-laws shall direct, notice whereof shall be given by posting up notices in at least three  
34 public places in the Village of Pawcatuck, Connecticut and/or the Town of Westerly, Rhode

1 [Island](#), seven days at least before the time of meeting. A business quorum shall consist of not less  
2 than five persons present, being lot owners or representatives of lots. The trustees shall make a  
3 written report to the corporation at such annual meeting of their doings, and of their management,  
4 condition and fiscal concerns of the Corporation.

5 Section 4. Special meetings of the Company on other days may be called by order of the  
6 trustees, or upon request made in writing to the trustees by five members of the Company. At  
7 such special meetings such business shall only be transacted as shall be specified in the order  
8 calling the same, and in the notice given of such meeting to the members.

9 Section 5. The trustees of said Company, under the direction of the Company, shall have  
10 power to purchase and hold land, not exceeding one hundred acres, to be used for the purpose of  
11 the cemetery, and to erect and hold such buildings, structures, and personal property as shall be  
12 requisite to the improvement and maintenance of said Cemetery, to sell the lots in said Cemetery,  
13 to appoint and employ a treasurer, secretary, and other officers, and to make such by-laws, rules  
14 and regulations relating to lots and to the other concerns of the Company, as they from time to  
15 time may think necessary.

16 Section 6. All lots or parcels of ground when conveyed, designated and numbered as lots  
17 by said corporation shall be indivisible, ~~by~~ [but](#) may afterwards be held and owned in undivided  
18 shares, and the funds arising from all sales made by said Corporation or otherwise, or the income  
19 of such funds, shall, at the discretion of the Company, be applied to the payment of the purchase  
20 money of the land acquired by said Corporation, and to the preservation, improvement and  
21 embellishment of the said Cemetery, and the incidental expenses thereof, and to no other purpose  
22 whatsoever.

23 Section 7. The rights of individual lot owners in and to lots purchased, after the passage  
24 of this act, shall be created by deed from the Treasurer under the common seal of said Company,  
25 and such lots, together with those now held by proprietors, shall be deemed personal estate, and  
26 subject to the rules and regulations of said Company or their trustees. Transfers of such rights  
27 among individuals shall be by deed, and all original deeds and deeds of transfer shall be recorded  
28 in the Company's books. No transfer of any right shall be valid, until approved by the Company  
29 or the board of trustees, and properly authenticated by a certificate signed by the trustees or their  
30 authority. Any person may convey, devise or bequeath any estate, real or personal, to the  
31 Corporation to hold the same in perpetual trust, to apply the same or the proceeds or income  
32 thereof to the care, support, or improvement of said Cemetery, or any part thereof or any lot or  
33 monument or structure therein; Provided, that no such trust shall be binding or obligatory upon  
34 the Corporation, until the same has been accepted by the written assent of a majority of the

1 trustees for the time being and duly recorded.

2 Section 8. The property of said Corporation, and the lots held by the proprietors thereof,  
3 or which may be conveyed by said Corporation to individual proprietors, shall be exempt from  
4 assessment by the Company and public taxes, and not liable to be sold on execution or applied to  
5 the payment of debts by assignment, or under any bankrupt or insolvent laws.

6 Section 9. No public way shall be made over or through any part of the cemetery estate of  
7 said Company, without the consent of the trustees and of the individual lot owners who shall be  
8 affected thereby.

9 Section 10. The first annual meeting shall take place within twenty days after the passage  
10 of this act of incorporation, notice of which meeting shall be given by Lyndon Taylor, by posting  
11 up notices in three or more public places in the Village of Pawcatuck in Westerly.

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

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EXPLANATION  
BY THE LEGISLATIVE COUNCIL  
OF

A N A C T

IN AMENDMENT OF AN ACT TO INCORPORATE THE WESTERLY CEMETERY  
COMPANY AS AMENDED

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- 1           This act would amend the provisions of the act of incorporation of the Westerly Cemetery
- 2   Company Crow River Bend Cemetery Company pertaining to the board of trustees.
- 3           This act would take effect upon passage.

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