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I N A S S E M B L Y

May 13, 2014

Introduced by M. of A. KOLB -- read once and referred to the Committee on Corporations, Authorities and Commissions

AN ACT to amend chapter 159 of the laws of 1929, relating to increasing the number of trustees of The Clifton Springs Sanitarium Company from thirteen to fifteen and amending in that respect the deed of trust made by Henry Foster and wife to said Company, in relation to the number of members of such company

THE PEOPLE OF THE STATE OF NEW YORK, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

1 Section 1. Section 1 of chapter 159 of the laws of 1929 relating to  
2 increasing the number of trustees of The Clifton Springs Sanitarium  
3 Company from thirteen to fifteen and amending in that respect the deed  
4 of trust made by Henry Foster and wife to said Company, as amended by  
5 chapter 83 of the laws of 1989, is amended to read as follows:  
6 Section 1. Chapter two hundred and eighty-two of the laws of eighteen  
7 hundred eighty-one having provided that the board of trustees of The  
8 Clifton Springs Sanitarium Company should consist of such number of  
9 persons not exceeding fifteen as should be prescribed by Henry Foster in  
10 a conveyance to be executed by him to the said The Clifton Springs Sani-  
11 tarium Company, said company being a corporation organized for benevo-  
12 lent purposes under chapter one hundred and fifty-five of the laws of  
13 eighteen hundred fifty-four, as supplemented and amended by chapter nine  
14 hundred and seventy-three of the laws of eighteen hundred sixty-seven  
15 and by chapter eight hundred and ninety-four of the laws of eighteen  
16 hundred seventy-one, and by said chapter two hundred and eighty-two of  
17 the laws of eighteen hundred eighty-one, and said Henry Foster and Mary  
18 E. Foster, his wife, having made such conveyance dated November one,  
19 eighteen hundred eighty-one, which was recorded in the office of the  
20 clerk of Ontario county, whereby the number of said trustees was fixed  
21 at thirteen, and said deed of trust having contained a clause that any  
22 of the provisions of said deed of trust not affecting the fundamental  
23 nature and object thereof may be altered or amended by the legislature  
24 upon the written petition of all the trustees of said company in office  
25 at the time and said deed of trust having been amended by chapter four

EXPLANATION--Matter in ITALICS (underscored) is new; matter in brackets [ ] is old law to be omitted.

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1 hundred four of the laws of nineteen hundred eighty to increase the  
2 number of trustees of The Clifton Springs Sanitarium Company from  
3 fifteen to twenty-five, and all of the trustees of said The Clifton  
4 Springs Sanitarium Company having duly presented their petition  
5 addressed to the legislature of the state of New York asking that said  
6 deed of trust be further amended with respect to the number of said  
7 trustees by altering the number from twenty-five to not less than  
8 fifteen or more than twenty-seven and by altering the powers, terms of  
9 office and election of said trustees, it is hereby enacted that the  
10 number of trustees of The Clifton Springs Sanitarium Company shall be  
11 not less than fifteen nor more than twenty-seven, and further enacted  
12 that the terms of said deed of trust relating to the number, powers,  
13 terms of office and manner of election of said trustees shall be amended  
14 to read as follows:

15 Powers and election:

16 The board of trustees shall manage the corporation and shall have  
17 general control of the institution and its property, including the power  
18 to purchase real estate or to sell any part thereof, by a two-thirds  
19 vote of the members of the board in office; to make improvements and  
20 incur obligations; to delegate to committees of their own number such  
21 powers as they may deem expedient, consistent with law; to appoint and  
22 dismiss directly or indirectly all salaried officers and employees; to  
23 fix salaries; to prescribe rules and regulations for the government of  
24 the institution which shall be binding upon all connected therewith; and  
25 in general to do all acts which they may deem necessary for the welfare  
26 of the corporation and the institution not inconsistent with the consti-  
27 tution and laws of the state of New York and the United States, the  
28 guidelines as they may exist from time to time of the joint commission  
29 on accreditation of health care organizations, and the provisions of the  
30 deed of trust.

31 The trustees shall be elected by the members at the annual meeting,  
32 and each trustee shall serve until his/her successor is elected or  
33 appointed and qualified unless his/her trusteeship be theretofore  
34 vacated by resignation, death, removal or otherwise.

35 Honorary trustees may be elected by the board of trustees by unanimous  
36 vote, but shall have no right to vote or hold office.

37 Number of trustees:

38 The board of trustees shall consist of not less than fifteen nor more  
39 than twenty-seven persons. The number of trustees may be increased or  
40 decreased, within the provisions set forth above, by the vote of a  
41 majority of the board of trustees by resolution adopted prior to the  
42 election of trustees at the annual meeting of the corporation. In the  
43 absence of such resolution of the number of trustees to be elected at  
44 such annual meeting shall be the number last fixed by the board of trus-  
45 tees. Any board action designating a change in the number of trustees  
46 shall require a vote of the majority of the entire board. The "entire  
47 board" shall mean the total number of trustees which the corporation  
48 would have if there were no vacancies.

49 Classes of trustees:

50 The trustees shall be classified with respect to the time for which  
51 they shall severally hold office by dividing them into three classes,  
52 each consisting of one-third of the whole number of trustees. At the  
53 first annual meeting of the corporation the trustees of the first class  
54 shall be elected for a term of one year, the trustees of the second  
55 class for a term of two years, and the trustees of the third class for a  
56 term of three years; and at each succeeding annual meeting the succes-

1 sors to the class of trustees whose terms shall expire in that year  
2 shall be elected to hold office for a term of three years, so that the  
3 term of office of one class of trustees shall expire each year.

4 Vacancies:

5 In case of any vacancy in the board of trustees caused by resignation,  
6 death, increase in the number of trustees, or any other cause other than  
7 removal, a majority of the remaining trustees, although such a majority  
8 is less than a quorum, may elect a successor to hold office for the  
9 unexpired portion of the term of the trustees whose place shall be  
10 vacant, or in the event of increase in the number of trustees, such  
11 additional trustees as may be required, to hold office until their  
12 successors shall have been duly elected and qualify.

13 Removal of trustees:

14 Unless otherwise provided by law or the deed of trust, any elected or  
15 appointed trustee may be removed from office at any time by a two-thirds  
16 vote of the members of the board in office.

17 MEMBER:

18 THE BOARD OF TRUSTEES SHALL HAVE THE POWER TO AMEND THE CERTIFICATE OF  
19 INCORPORATION OF THE CLIFTON SPRINGS SANITARIUM COMPANY TO CHANGE THE  
20 AUTHORIZED NUMBER OF MEMBERS OF THE CLIFTON SPRINGS SANITARIUM COMPANY  
21 TO A SINGLE MEMBER THAT IS A NEW YORK NOT-FOR-PROFIT CORPORATION  
22 ("CORPORATE MEMBER") AND TO DELEGATE TO THE CORPORATE MEMBER PURSUANT TO  
23 PARAGRAPH (B) OF SECTION 701 OF THE NOT-FOR-PROFIT CORPORATION LAW SUCH  
24 DECISION MAKING AUTHORITY AS IS PERMITTED TO BE EXERCISED BY A CORPO-  
25 RATION WITH AUTHORITY TO OPERATE A HOSPITAL, RESIDENTIAL HEALTH CARE  
26 FACILITY, HOME HEALTH AGENCY, ADULT HOME, DIAGNOSTIC TREATMENT CENTER OR  
27 ANOTHER TYPE OF HEALTH CARE FACILITY OR PROGRAM, AS THE CASE MAY BE, FOR  
28 AND ON BEHALF OF THE CLIFTON SPRINGS SANITARIUM COMPANY.

29 Said deed of trust is, and shall be deemed to be amended accordingly.

30 S 2. This act shall take effect immediately.