

CERTIFICATION OF ENROLLMENT

**HOUSE BILL 2293**

Chapter 216, Laws of 2012

62nd Legislature  
2012 Regular Session

NONPROFIT MISCELLANEOUS AND MUTUAL CORPORATIONS

EFFECTIVE DATE: 06/07/12

Passed by the House January 30, 2012  
Yeas 96 Nays 0

FRANK CHOPP

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**Speaker of the House of Representatives**

Passed by the Senate February 29, 2012  
Yeas 48 Nays 0

BRAD OWEN

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**President of the Senate**

Approved March 30, 2012, 11:31 a.m.

CHRISTINE GREGOIRE

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**Governor of the State of Washington**

CERTIFICATE

I, Barbara Baker, Chief Clerk of the House of Representatives of the State of Washington, do hereby certify that the attached is **HOUSE BILL 2293** as passed by the House of Representatives and the Senate on the dates hereon set forth.

BARBARA BAKER

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**Chief Clerk**

FILED

March 30, 2012

**Secretary of State  
State of Washington**

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HOUSE BILL 2293

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Passed Legislature - 2012 Regular Session

State of Washington                      62nd Legislature                      2012 Regular Session

By Representatives Pedersen, Rodne, and Orwall

Read first time 01/11/12. Referred to Committee on Judiciary.

1            AN ACT Relating to the nonprofit miscellaneous and mutual  
2 corporations act; and amending RCW 24.06.032.

3 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

4            **Sec. 1.** RCW 24.06.032 and 2004 c 265 s 40 are each amended to read  
5 as follows:

6            (1) In addition to any other rights and powers granted under this  
7 chapter, any mutual or miscellaneous corporation that was organized  
8 under this chapter prior to June 10, 2004, and conducts its business on  
9 a cooperative basis is entitled, by means of an express election  
10 contained in its articles of incorporation or bylaws, to avail itself  
11 of part or all of the additional rights and powers granted to  
12 cooperative associations under RCW 23.86.105(1), 23.86.160, and  
13 23.86.170, and, if the corporation is a consumer cooperative, under RCW  
14 23.86.030 (1) and (2).

15            (2) Any other provision of this chapter notwithstanding:

16            (a) A consumer cooperative organized under this chapter may give  
17 notice to its members of the place, day, and hour of its annual meeting  
18 not less than ten nor more than one hundred twenty days before the date  
19 of the annual meeting.

1       (b) A consumer cooperative organized under this chapter may satisfy  
2 any provisions of this chapter requiring that certain information or  
3 materials must be set forth in a writing accompanying or contained in  
4 the notice of a meeting of its members, by: (i) Posting the  
5 information or materials on an electronic network not less than thirty  
6 days prior to the meeting at which such information or materials will  
7 be considered by members; and (ii) delivering to those members who are  
8 eligible to vote a notification, either in a meeting notice authorized  
9 under this chapter or in such other reasonable form as the board of  
10 directors may specify, setting forth the address of the electronic  
11 network at which and the date after which such information or materials  
12 will be posted and available for viewing by members eligible to vote,  
13 together with comprehensible instructions regarding how to obtain  
14 access to the information and materials posted on the electronic  
15 network. A consumer cooperative that elects to post information or  
16 materials required by this chapter on an electronic network shall, at  
17 its expense, provide a copy of such information or materials in a  
18 written or other tangible medium to any member who is eligible to vote  
19 and so requests.

20       (c) The articles of incorporation or bylaws of a consumer  
21 cooperative organized under this chapter may provide that the annual  
22 meeting of its members need not involve a physical assembly at a  
23 particular geographic location if the meeting is held by means of  
24 electronic or other remote communications with its members, in a  
25 fashion that its board of directors determines will afford members a  
26 reasonable opportunity to read or hear the proceedings substantially  
27 concurrently with their occurrence, to vote by electronic transmission  
28 on matters submitted to a vote by members, and to pose questions of and  
29 make comments to management, subject to such procedural guidelines and  
30 limitations as its board of directors may adopt. Members participating  
31 in an annual meeting by means of electronic or other remote  
32 communications technology in accordance with any such procedural  
33 guidelines and limitations shall be deemed present at the meeting for  
34 all purposes under this chapter. For any annual meeting of members  
35 that is conducted by means of electronic or other remote communications  
36 without a physical assembly at a geographic location, the address of  
37 the electronic network or other communications site or connection

1 specified in the notice of the meeting shall be deemed to be the place  
2 of the meeting.

Passed by the House January 30, 2012.

Passed by the Senate February 29, 2012.

Approved by the Governor March 30, 2012.

Filed in Office of Secretary of State March 30, 2012.