

**RCW 23B.16.010 Corporate records.** (1) A corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors, a record of all corporate actions approved by the shareholders or board of directors by executed consent without a meeting, and a record of all corporate actions approved by a committee of the board of directors exercising the authority of the board of directors on behalf of the corporation.

(2) A corporation shall maintain appropriate accounting records.

(3) A corporation or its agent shall maintain a record of its current shareholders, in a form that permits preparation of a list of the names and mailing addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. Nothing contained in this section requires the corporation to include on such list the electronic mail address or other electronic contact information of a shareholder.

(4) A corporation shall maintain its records specified in this section in a form capable of conversion into paper form within a reasonable time.

(5) A corporation shall keep a copy of the following records at its principal office:

(a) Its articles or restated articles of incorporation and all amendments to them currently in effect;

(b) Its bylaws or restated bylaws and all amendments to them currently in effect;

(c) The minutes of all shareholders' meetings, and records of all corporate actions approved by shareholders without a meeting, for the past three years;

(d) The financial statements described in RCW 23B.16.200(1), for the past three years;

(e) All written communications to shareholders generally within the past three years;

(f) A list of the names and business mailing addresses of its current directors and officers; and

(g) Its initial report or most recent annual report delivered to the secretary of state under RCW 23.95.255. [2020 c 57 § 73; 2015 c 176 § 2142; 2009 c 189 § 54; 2002 c 297 § 45; 1991 c 72 § 40; 1989 c 165 § 182.]

**Effective date—Contingent effective date—2015 c 176:** See note following RCW 23.95.100.