

CERTIFICATION OF ENROLLMENT

SUBSTITUTE SENATE BILL 6492

Chapter 206, Laws of 1994

53rd Legislature
1994 Regular Session

AGRICULTURAL ASSOCIATIONS' ACTIONS--MEMBERS' DISSENT

EFFECTIVE DATE: 6/9/94

Passed by the Senate February 11, 1994
YEAS 46 NAYS 0

JOEL PRITCHARD

President of the Senate

Passed by the House March 2, 1994
YEAS 96 NAYS 0

BRIAN EBERSOLE

**Speaker of the
House of Representatives**

Approved March 30, 1994

MIKE LOWRY

Governor of the State of Washington

CERTIFICATE

I, Marty Brown, Secretary of the Senate of the State of Washington, do hereby certify that the attached is **SUBSTITUTE SENATE BILL 6492** as passed by the Senate and the House of Representatives on the dates hereon set forth.

MARTY BROWN

Secretary

FILED

March 30, 1994 - 1:56 p.m.

**Secretary of State
State of Washington**

SUBSTITUTE SENATE BILL 6492

Passed Legislature - 1994 Regular Session

State of Washington 53rd Legislature 1994 Regular Session

By Senate Committee on Agriculture (originally sponsored by Senators M. Rasmussen and Newhouse)

Read first time 02/02/94.

1 AN ACT Relating to agricultural associations; and amending RCW
2 23.86.007 and 23.86.145.

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

4 **Sec. 1.** RCW 23.86.007 and 1989 c 307 s 3 are each amended to read
5 as follows:

6 Unless the context clearly requires otherwise, the definitions in
7 this section apply throughout this chapter.

8 (1) "Association" means any corporation subject to this chapter.

9 (2) "Member" or "members" includes a member or members of an
10 association subject to this chapter without capital stock and a
11 shareholder or shareholders of voting common stock in an association
12 subject to this chapter with capital stock.

13 (3) "Articles of incorporation" means the original or restated
14 articles of incorporation, articles of consolidation, or articles of
15 association and all amendments including articles of merger.
16 Corporations incorporated under this chapter with articles of
17 association shall not be required to amend the title or references to
18 the term "articles of association."

1 (4) "Director," "directors," or "board of directors" includes
2 "trustee," "trustees," or "board of trustees" respectively.
3 Corporations incorporated under this chapter with references in their
4 articles of association or bylaws to "trustee," "trustees," or "board
5 of trustees" shall not be required to amend the references.

6 (5) "Agricultural association" means an association that engages in
7 any activity in connection with the marketing or selling of the
8 agricultural products of its members, or with the harvesting,
9 preserving, drying, processing, canning, packing, storing, handling,
10 shipping, or utilization thereof, or the manufacturing or marketing of
11 the byproducts thereof; or in connection with the manufacturing,
12 selling, or supplying to its members of machinery, equipment, or
13 supplies, or in the financing of these activities. In the application
14 of the definition of agricultural association, "agricultural products"
15 includes horticultural, viticultural, forestry, dairy, livestock,
16 poultry, bee, and farm products.

17 **Sec. 2.** RCW 23.86.145 and 1991 c 72 s 16 are each amended to read
18 as follows:

19 (1) Except as provided otherwise under (~~subsection (2) of this~~
20 ~~section~~) this chapter, the rights and procedures set forth in chapter
21 23B.13 RCW shall apply to a member who elects to exercise the right of
22 dissent.

23 (2) The articles of incorporation of an association subject to this
24 chapter may provide that a dissenting member shall be limited to a
25 return of less than the fair value of the member's equity interest in
26 the association, but a dissenting member may not be limited to a return
27 of less than the consideration paid to or retained by the association
28 for the equity interest unless the fair value is less than the
29 consideration paid to or retained by the association.

30 (3) Any member of an agricultural association who exercises the
31 right to dissent from an association action described in RCW 23.86.135
32 shall be entitled to payment of the member's equity interest on the
33 same time schedule that would have applied if membership in the
34 association had been terminated.

35 (4) Subsection (3) of this section does not apply to agricultural
36 associations that are involved in an action under subsection (3) of
37 this section before the effective date of this section: (a) As to the

1 associations that were involved in the particular action; (b) for three
2 years after the effective date of this section.

Passed the Senate February 11, 1994.

Passed the House March 2, 1994.

Approved by the Governor March 30, 1994.

Filed in Office of Secretary of State March 30, 1994.