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SENATE BILL 6076

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State of Washington                      58th Legislature                      2003 Regular Session

By Senators Esser and Thibaudeau

Read first time 04/12/2003. Referred to Committee on Judiciary.

1            AN ACT Relating to committees of members of nonprofit corporations;  
2 and amending RCW 24.03.065, 24.03.075, and 24.03.465.

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

4            **Sec. 1.** RCW 24.03.065 and 1986 c 240 s 12 are each amended to read  
5 as follows:

6            (1) A corporation may have one or more classes of members or may  
7 have no members. If the corporation has one or more classes of  
8 members, the designation of such class or classes, the manner of  
9 election or appointment and the qualifications and rights of the  
10 members of each class shall be set forth in the articles of  
11 incorporation or the bylaws. Unless otherwise specified in the  
12 articles of incorporation or the bylaws, an individual, domestic or  
13 foreign profit or nonprofit corporation, a general or limited  
14 partnership, an association or other entity may be a member of a  
15 corporation. If the corporation has no members, that fact shall be set  
16 forth in the articles of incorporation or the bylaws. A corporation  
17 may issue certificates evidencing membership therein.

18            (2) A corporation may have one or more member committees. The

1 creation, makeup, authority, and operating procedures of any such  
2 member committee or committees shall be addressed in the corporation's  
3 articles of incorporation or bylaws.

4 **Sec. 2.** RCW 24.03.075 and 1986 c 240 s 14 are each amended to read  
5 as follows:

6 (1)(a) Meetings of members may be held at such place, either within  
7 or without this state, as may be stated in or fixed in accordance with  
8 the bylaws. In the absence of any such provision, all meetings shall  
9 be held at the registered office of the corporation in this state.

10 (b) An annual meeting of the members shall be held at such time as  
11 may be stated in or fixed in accordance with the bylaws. Failure to  
12 hold the annual meeting at the designated time shall not work a  
13 forfeiture or dissolution of the corporation.

14 (c) Special meetings of the members may be called by the president  
15 or by the board of directors. Special meetings of the members may also  
16 be called by such other officers or persons or number or proportion of  
17 members as may be provided in the articles of incorporation or the  
18 bylaws. In the absence of a provision fixing the number or proportion  
19 of members entitled to call a meeting, a special meeting of members may  
20 be called by members having one-twentieth of the votes entitled to be  
21 cast at such meeting.

22 (2) Except as may be otherwise restricted by the articles of  
23 incorporation or the bylaws, members and any committee of members of  
24 the corporation may participate in a meeting of members or a committee  
25 of members by means of a conference telephone or similar communications  
26 equipment by means of which all persons participating in the meeting  
27 can hear each other at the same time and participation by such means  
28 shall constitute presence in person at a meeting.

29 **Sec. 3.** RCW 24.03.465 and 1967 c 235 s 94 are each amended to read  
30 as follows:

31 (1) Any action required by this chapter to be taken at a meeting of  
32 the members or (~~directors of a corporation~~) a committee of members,  
33 or any action which may be taken at a meeting of the members or  
34 (~~directors~~) a committee of the members under a corporation's articles  
35 of incorporation or bylaws, may be taken without a meeting, except as  
36 otherwise restricted by the articles of incorporation or bylaws, if a

1 consent in (~~writing~~) the form of a record, setting forth the action  
2 so taken, shall be (~~signed by all~~) executed by a majority of the  
3 members or committee of members entitled to vote with respect to the  
4 subject matter thereof(~~(, or all of the directors, as the case may~~  
5 ~~be)~~). Such consent shall have the same force and effect as a  
6 (~~unanimous~~) majority vote, and may be stated as such in any articles  
7 or document filed with the secretary of state under this chapter.

8 (2) Any action required by this chapter to be taken at a meeting of  
9 the directors of a corporation, or any action which may be taken at a  
10 meeting of the directors, may be taken without a meeting if a consent  
11 in the form of a record, setting forth the action so taken, shall be  
12 executed by all of the directors entitled to vote with respect to the  
13 subject matter thereof, or all of the directors, as the case may be.  
14 Such consent shall have the same force and effect as a unanimous vote  
15 and may be stated as such in any articles or document filed with the  
16 secretary of state under this chapter.

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