

CERTIFICATION OF ENROLLMENT

ENGROSSED SENATE BILL 6188

Chapter 265, Laws of 2004

58th Legislature
2004 Regular Session

NONPROFIT CORPORATIONS

EFFECTIVE DATE: 6/10/04

Passed by the Senate March 9, 2004
YEAS 47 NAYS 0

BRAD OWEN

President of the Senate

Passed by the House March 4, 2004
YEAS 94 NAYS 0

FRANK CHOPP

Speaker of the House of Representatives

Approved March 31, 2004.

GARY F. LOCKE

Governor of the State of Washington

CERTIFICATE

I, Milton H. Doumit, Jr.,
Secretary of the Senate of the
State of Washington, do hereby
certify that the attached is
ENGROSSED SENATE BILL 6188 as
passed by the Senate and the House
of Representatives on the dates
hereon set forth.

MILTON H. DOUMIT JR.

Secretary

FILED

March 31, 2004 - 3:16 p.m.

**Secretary of State
State of Washington**

ENGROSSED SENATE BILL 6188

AS AMENDED BY THE HOUSE

Passed Legislature - 2004 Regular Session

State of Washington 58th Legislature 2004 Regular Session

By Senators Esser, Kline and Johnson

Read first time 01/14/2004. Referred to Committee on Judiciary.

1 AN ACT Relating to the Washington nonprofit corporation act;
2 amending RCW 24.03.005, 24.03.007, 24.03.008, 24.03.017, 24.03.020,
3 24.03.045, 24.03.050, 24.03.055, 24.03.080, 24.03.085, 24.03.113,
4 24.03.120, 24.03.135, 24.03.155, 24.03.165, 24.03.170, 24.03.183,
5 24.03.195, 24.03.200, 24.03.207, 24.03.215, 24.03.220, 24.03.230,
6 24.03.235, 24.03.240, 24.03.330, 24.03.332, 24.03.340, 24.03.345,
7 24.03.365, 24.03.380, 24.03.410, 24.03.425, 24.03.430, 24.03.445,
8 24.03.450, 24.03.460, and 24.03.465; adding a new section to chapter
9 24.03 RCW; and adding a new section to chapter 24.06 RCW.

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

11 **Sec. 1.** RCW 24.03.005 and 2002 c 74 s 4 are each amended to read
12 as follows:

13 As used in this chapter, unless the context otherwise requires, the
14 term:

15 (1) "Corporation" or "domestic corporation" means a corporation not
16 for profit subject to the provisions of this chapter, except a foreign
17 corporation.

18 (2) "Foreign corporation" means a corporation not for profit
19 organized under laws other than the laws of this state.

1 (3) "Not for profit corporation" or "nonprofit corporation" means
2 a corporation no part of the income of which is distributable to its
3 members, directors or officers.

4 (4) "Articles of incorporation" and "articles" mean the original
5 articles of incorporation and all amendments thereto, and includes
6 articles of merger and restated articles.

7 (5) "Bylaws" means the code or codes of rules adopted for the
8 regulation or management of the affairs of the corporation irrespective
9 of the name or names by which such rules are designated.

10 (6) "Member" means an individual or entity having membership rights
11 in a corporation in accordance with the provisions of its articles or
12 incorporation or bylaws.

13 (7) "Board of directors" means the group of persons vested with the
14 management of the affairs of the corporation irrespective of the name
15 by which such group is designated in the articles or bylaws.

16 (8) "Insolvent" means inability of a corporation to pay debts as
17 they become due in the usual course of its affairs.

18 (9) (~~("Duplicate originals" means two copies, original or~~
19 ~~otherwise, each with original signatures, or one original with original~~
20 ~~signatures and one copy thereof.)) "Deliver" means: (a) Mailing; (b)
21 transmission by facsimile equipment, for purposes of delivering a
22 demand, consent, notice, or waiver to the corporation or one of its
23 officers, directors, or members; (c) electronic transmission, in
24 accordance with the officer's, director's, or member's consent, for
25 purposes of delivering a demand, consent, notice, or waiver to the
26 corporation or one of its officers, directors, or members under section
27 4 of this act; and (d) as prescribed by the secretary of state for
28 purposes of submitting a record for filing with the secretary of state.~~

29 (10) "Conforms to law" as used in connection with duties of the
30 secretary of state in reviewing (~~(documents))~~ records for filing under
31 this chapter, means the secretary of state has determined that the
32 (~~(document))~~ record complies as to form with the applicable
33 requirements of this chapter.

34 (11) "Effective date" means, in connection with a (~~(document))~~
35 record filing made by the secretary of state, the date which is shown
36 by affixing a "filed" stamp on the (~~(documents))~~ records. When a
37 (~~(document))~~ record is received for filing by the secretary of state in
38 a form which complies with the requirements of this chapter and which

1 would entitle the ((document)) record to be filed immediately upon
2 receipt, but the secretary of state's approval action occurs subsequent
3 to the date of receipt, the secretary of state's filing date shall
4 relate back to the date on which the secretary of state first received
5 the ((document)) record in acceptable form. An applicant may request
6 a specific effective date no more than thirty days later than the
7 receipt date which might otherwise be applied as the effective date.

8 (12) "Electronic transmission" means an electronic communication
9 (a) not directly involving the physical transfer of a record in a
10 tangible medium and (b) that may be retained, retrieved, and reviewed
11 by the sender and the recipient thereof, and that may be directly
12 reproduced in a tangible medium by a sender and recipient.

13 (13) "Electronically transmitted" means the initiation of an
14 electronic transmission.

15 (14) "Execute," "executes," or "executed" means (a) signed, with
16 respect to a written record or (b) electronically transmitted along
17 with sufficient information to determine the sender's identity, with
18 respect to an electronic transmission, or (c) filed in compliance with
19 the standards for filing with the office of the secretary of state as
20 prescribed by the secretary of state, with respect to a record to be
21 filed with the secretary of state.

22 (15) "Executed by an officer of the corporation," or words of
23 similar import, means that any ((document-signed)) record executed by
24 such person shall be and is ((signed)) executed by that person under
25 penalties of perjury and in an official and authorized capacity on
26 behalf of the corporation or person making the ((document)) record
27 submission with the secretary of state and, for the purpose of
28 ((documents)) records filed electronically with the secretary of state,
29 in compliance with the rules adopted by the secretary of state for
30 electronic filing.

31 ((+13+)) (16) "An officer of the corporation" means, in connection
32 with the execution of ((documents)) records submitted for filing with
33 the secretary of state, the president, a vice president, the secretary,
34 or the treasurer of the corporation.

35 ((+14+)) (17) "Public benefit not for profit corporation" or
36 "public benefit nonprofit corporation" means a corporation no part of
37 the income of which is distributable to its members, directors, or
38 officers and that holds a current tax exempt status as provided under

1 26 U.S.C. Sec. 501(c)(3) or is specifically exempted from the
2 requirement to apply for its tax exempt status under 26 U.S.C. Sec.
3 501(c)(3).

4 (18) "Record" means information inscribed on a tangible medium or
5 contained in an electronic transmission.

6 (19) "Tangible medium" means a writing, copy of a writing,
7 facsimile, or a physical reproduction, each on paper or on other
8 tangible material.

9 (20) "Writing" does not include an electronic transmission.

10 (21) "Written" means embodied in a tangible medium.

11 **Sec. 2.** RCW 24.03.007 and 2002 c 74 s 5 are each amended to read
12 as follows:

13 The secretary of state may adopt rules to facilitate electronic
14 filing. The rules will detail the circumstances under which the
15 electronic filing of (~~documents~~) records will be permitted, how the
16 (~~documents~~) records will be filed, and how the secretary of state
17 will return filed (~~documents~~) records. The rules may also impose
18 additional requirements related to implementation of electronic filing
19 processes, including but not limited to file formats, signature
20 technologies, delivery, and the types of entities(~~(, records,)~~) or
21 (~~documents~~) records permitted.

22 **Sec. 3.** RCW 24.03.008 and 2002 c 74 s 6 are each amended to read
23 as follows:

24 A (~~document~~) record submitted to the secretary of state for
25 filing under this chapter must be accompanied by an exact or conformed
26 copy of the (~~document~~) record, unless the secretary of state provides
27 by rule that an exact or conformed copy is not required.

28 NEW SECTION. **Sec. 4.** A new section is added to chapter 24.03 RCW
29 to read as follows:

30 (1) A notice to be provided by electronic transmission must be
31 electronically transmitted.

32 (2) Notice to members and directors in an electronic transmission
33 that otherwise complies with the requirements of this chapter is
34 effective only with respect to members and directors who have

1 consented, in the form of a record, to receive electronically
2 transmitted notices under this chapter.

3 (a) Notice to members and directors includes material that this
4 chapter requires or permits to accompany the notice.

5 (b) A member or director who provides consent, in the form of a
6 record, to receipt of electronically transmitted notices shall
7 designate in the consent the message format accessible to the
8 recipient, and the address, location, or system to which these notices
9 may be electronically transmitted.

10 (c) A member or director who has consented to receipt of
11 electronically transmitted notices may revoke the consent by delivering
12 a revocation to the corporation in the form of a record.

13 (d) The consent of any member or director is revoked if the
14 corporation is unable to electronically transmit two consecutive
15 notices given by the corporation in accordance with the consent, and
16 this inability becomes known to the secretary of the corporation or
17 other person responsible for giving the notice. The inadvertent
18 failure by the corporation to treat this inability as a revocation does
19 not invalidate any meeting or other action.

20 (3) Notice to members or directors who have consented to receipt of
21 electronically transmitted notices may be provided notice by posting
22 the notice on an electronic network and delivering to the member or
23 director a separate record of the posting, together with comprehensible
24 instructions regarding how to obtain access to this posting on the
25 electronic network.

26 (4) Notice provided in an electronic transmission is effective when
27 it: (a) Is electronically transmitted to an address, location, or
28 system designated by the recipient for that purpose, and is made
29 pursuant to the consent provided by the recipient; or (b) has been
30 posted on an electronic network and a separate record of the posting
31 has been delivered to the recipient together with comprehensible
32 instructions regarding how to obtain access to the posting on the
33 electronic network.

34 **Sec. 5.** RCW 24.03.017 and 1982 c 35 s 73 are each amended to read
35 as follows:

36 Any corporation organized under any act of the state of Washington
37 for any one or more of the purposes for which a corporation may be

1 organized under this chapter and for no purpose other than those
2 permitted by this chapter, and to which this chapter does not otherwise
3 apply, may elect to have this chapter and the provisions thereof apply
4 to such corporation. Such corporation may so elect by having a
5 resolution to do so adopted by the governing body of such corporation
6 and by delivering to the secretary of state a statement of election in
7 accordance with this section. Such statement of election shall be
8 executed (~~in duplicate~~) by the corporation by an officer of the
9 corporation, and shall set forth:

10 (1) The name of the corporation;

11 (2) The act which created the corporation or pursuant to which it
12 was organized;

13 (3) That the governing body of the corporation has elected to have
14 this chapter and the provisions thereof apply to (~~said~~) the
15 corporation.

16 (~~Duplicate originals of such~~) The statement of election shall be
17 delivered to the secretary of state. If the secretary of state finds
18 that the statement of election conforms to law, the secretary of state
19 shall, when fees in the same amount as required by this chapter for
20 filing articles of incorporation have been paid, endorse on (~~each of~~
21 ~~such duplicates~~) the statement the word "filed" and the effective date
22 of the filing thereof, shall file (~~one of such duplicate originals~~)
23 the statement, and shall issue a certificate of elective coverage to
24 which (~~the other duplicate original~~) an exact or conformed copy of
25 the statement shall be affixed.

26 The certificate of elective coverage together with the (~~duplicate~~
27 ~~original~~) exact or conformed copy of the statement affixed thereto by
28 the secretary of state shall be returned to the corporation or its
29 representative. Upon the filing of the statement of elective coverage,
30 the provisions of this chapter shall apply to (~~said~~) the corporation
31 which thereafter shall be subject to and shall have the benefits of
32 this chapter and the provisions thereof as they exist on the date of
33 filing such statement of election and as they may be amended from time
34 to time thereafter, including, without limiting the generality of the
35 foregoing, the power to amend its charter or articles of incorporation,
36 whether or not created by special act of the legislature, delete
37 provisions therefrom and add provisions thereto in any manner and to

1 any extent it may choose to do from time to time so long as its amended
2 articles shall not be inconsistent with the provisions of this chapter.

3 **Sec. 6.** RCW 24.03.020 and 1986 c 240 s 3 are each amended to read
4 as follows:

5 One or more persons of the age of eighteen years or more, or a
6 domestic or foreign, profit or nonprofit, corporation, may act as
7 incorporator or incorporators of a corporation by (~~(signing)~~) executing
8 and delivering to the secretary of state articles of incorporation for
9 such corporation.

10 **Sec. 7.** RCW 24.03.045 and 1998 c 102 s 3 are each amended to read
11 as follows:

12 The corporate name:

13 (1) Shall not contain any word or phrase which indicates or implies
14 that it is organized for any purpose other than one or more of the
15 purposes contained in its articles of incorporation.

16 (2)(a) Except as provided in (b) and (c) of this subsection, must
17 be distinguishable upon the records of the secretary of state from:

18 (i) The corporate name or reserved name of a corporation or
19 domestic corporation organized or authorized to transact business under
20 this chapter;

21 (ii) A corporate name reserved or registered under chapter 23B.04
22 RCW;

23 (iii) The fictitious name adopted under RCW 23B.15.060 by a foreign
24 corporation authorized to transact business in this state because its
25 real name is unavailable;

26 (iv) The name or reserved name of a mutual corporation or
27 miscellaneous corporation incorporated or authorized to do business
28 under chapter 24.06 RCW;

29 (v) The name or reserved name of a foreign or domestic limited
30 partnership formed or registered under chapter 25.10 RCW;

31 (vi) The name or reserved name of a limited liability company
32 organized or registered under chapter 25.15 RCW; and

33 (vii) The name or reserved name of a limited liability partnership
34 registered under chapter 25.04 RCW.

35 (b) A corporation may apply to the secretary of state for
36 authorization to use a name that is not distinguishable upon the

1 records from one or more of the names described in (a) of this
2 subsection. The secretary of state shall authorize use of the name
3 applied for if:

4 (i) The other corporation, company, holder, limited liability
5 partnership, or limited partnership consents to the use in (~~writing~~)
6 the form of a record and files with the secretary of state
7 (~~documents~~) records necessary to change its name or the name reserved
8 or registered to a name that is distinguishable upon the records of the
9 secretary of state from the name of the applying corporation; or

10 (ii) The applicant delivers to the secretary of state a certified
11 copy of the final judgment of a court of competent jurisdiction
12 establishing the applicant's right to use the name applied for in this
13 state.

14 (c) A corporation may use the name, including the fictitious name,
15 of another domestic or foreign corporation, limited liability company,
16 limited partnership, or limited liability partnership, that is used in
17 this state if the other entity is formed or authorized to transact
18 business in this state, and the proposed user corporation:

19 (i) Has merged with the other corporation, limited liability
20 company, or limited partnership; or

21 (ii) Has been formed by reorganization of the other corporation.

22 (3) Shall be transliterated into letters of the English alphabet,
23 if it is not in English.

24 (4) Shall not include or end with "incorporated," "company,"
25 "corporation," "partnership," "limited partnership," or "Ltd.," or any
26 abbreviation thereof, but may use "club," "league," "association,"
27 "services," "committee," "fund," "society," "foundation," ".",
28 a nonprofit corporation," or any name of like import.

29 (5) May only include the term "public benefit" or names of like
30 import if the corporation has been designated as a public benefit
31 nonprofit corporation by the secretary in accordance with this chapter.

32 (6) A name shall not be considered distinguishable upon the records
33 of the secretary of state by virtue of:

34 (a) A variation in any of the following designations for the same
35 name: "Corporation," "incorporated," "company," "limited,"
36 "partnership," "limited partnership," "limited liability company," or
37 "limited liability partnership," or the abbreviations "corp.," "inc.,"
38 "co.," "ltd.," "LP," "L.P.," "LLP," "L.L.P.," "LLC," or "L.L.C.";

1 (b) The addition or deletion of an article or conjunction such as
2 "the" or "and" from the same name;

3 (c) Punctuation, capitalization, or special characters or symbols
4 in the same name; or

5 (d) Use of abbreviation or the plural form of a word in the same
6 name.

7 (7) This title does not control the use of assumed business names
8 or "trade names."

9 **Sec. 8.** RCW 24.03.050 and 1986 c 240 s 9 are each amended to read
10 as follows:

11 Each corporation shall have and continuously maintain in this
12 state:

13 (1) A registered office which may be, but need not be, the same as
14 its principal office. The registered office shall be at a specific
15 geographic location in this state, and be identified by number, if any,
16 and street, or building address or rural route, or, if a commonly known
17 street or rural route address does not exist, by legal description. A
18 registered office may not be identified by post office box number or
19 other nongeographic address. For purposes of communicating by mail,
20 the secretary of state may permit the use of a post office address in
21 conjunction with the registered office address if the corporation also
22 maintains on file the specific geographic address of the registered
23 office where personal service of process may be made.

24 (2) A registered agent, which agent may be either an individual
25 resident in this state whose business office is identical with such
26 registered office, or a domestic corporation, whether for profit or not
27 for profit, or a foreign corporation, whether for profit or not for
28 profit, authorized to transact business or conduct affairs in this
29 state, having an office identical with such registered office, or a
30 domestic limited liability company whose business office is identical
31 with the registered office, or a foreign limited liability company
32 authorized to conduct affairs in this state whose business address is
33 identical with the registered office. A registered agent shall not be
34 appointed without having given prior (~~written~~) consent to the
35 appointment, in the form of a record. The (~~written~~) consent shall be
36 filed with the secretary of state in such form as the secretary may
37 prescribe. The (~~written~~) consent shall be filed with or as a part of

1 the (~~document~~) record first appointing a registered agent. In the
2 event any individual (~~or~~), corporation, or limited liability company
3 has been appointed agent without consent, that person (~~or~~),
4 corporation, or limited liability company may file a notarized
5 statement attesting to that fact, and the name shall (~~forthwith~~)
6 immediately be removed from the records of the secretary of state.

7 No Washington corporation or foreign corporation authorized to
8 conduct affairs in this state may be permitted to maintain any action
9 in any court in this state until the corporation complies with the
10 requirements of this section.

11 **Sec. 9.** RCW 24.03.055 and 1993 c 356 s 3 are each amended to read
12 as follows:

13 A corporation may change its registered office or change its
14 registered agent, or both, upon filing in the office of the secretary
15 of state in the form prescribed by the secretary of state a statement
16 setting forth:

17 (1) The name of the corporation.

18 (2) If the current registered office is to be changed, the street
19 address to which the registered office is to be changed.

20 (3) If the current registered agent is to be changed, the name of
21 the new registered agent.

22 (4) That the address of its registered office and the address of
23 the office of its registered agent, as changed, will be identical.

24 Such statement shall be executed by the corporation by an officer
25 of the corporation, and delivered to the secretary of state, together
26 with a (~~written~~) consent, in the form of a record, of the registered
27 agent to (~~his or its~~) the appointment, if applicable. If the
28 secretary of state finds that such statement conforms to the provisions
29 of this chapter, the secretary of state shall endorse thereon the word
30 "Filed," and the month, day, and year of the filing thereof, and file
31 the statement. The change of address of the registered office, or the
32 appointment of a new registered agent, or both, as the case may be,
33 shall become effective upon filing unless a later date is specified.

34 Any registered agent of a corporation may resign as such agent upon
35 filing a (~~written~~) notice thereof, (~~executed in duplicate~~) in the
36 form of a record, with the secretary of state, who shall (~~forthwith~~
37 ~~mail a~~) immediately deliver an exact or conformed copy thereof to the

1 corporation in care of an officer, who is not the resigning registered
2 agent, at the address of such officer as shown by the most recent
3 annual report of the corporation. The appointment of such agent shall
4 terminate upon the expiration of thirty days after receipt of such
5 notice by the secretary of state.

6 If a registered agent changes the agent's business address to
7 another place within the state, the agent may change such address and
8 the address of the registered office of any corporation of which the
9 agent is a registered agent, by filing a statement as required by this
10 section except that it need be (~~signed~~) executed only by the
11 registered agent, it need not be responsive to subsection (3) of this
12 section, and it must recite that a copy of the statement has been
13 (~~mailed~~) delivered to the secretary of the corporation.

14 **Sec. 10.** RCW 24.03.080 and 1969 ex.s. c 115 s 1 are each amended
15 to read as follows:

16 (~~Written or printed~~) (1) Notice, in the form of a record, in a
17 tangible medium, or in an electronic transmission, stating the place,
18 day, and hour of the annual meeting and, in case of a special meeting,
19 the purpose or purposes for which the meeting is called, shall be
20 delivered not less than ten nor more than fifty days before the date of
21 the meeting, (~~either personally or by mail,~~) by or at the direction
22 of the president, or the secretary, or the officers or persons calling
23 the meeting, to each member entitled to vote at such meeting. Notice
24 of regular meetings other than annual shall be made by providing each
25 member with the adopted schedule of regular meetings for the ensuing
26 year at any time after the annual meeting and ten days prior to the
27 next succeeding regular meeting and at any time when requested by a
28 member or by such other notice as may be prescribed by the bylaws.

29 (2) If notice is provided in a tangible medium, it may be
30 transmitted by: Mail, private carrier, or personal delivery; telegraph
31 or teletype; or telephone, wire, or wireless equipment that transmits
32 a facsimile of the notice. If mailed, such notice shall be deemed to
33 be delivered when deposited in the United States mail addressed to the
34 member at his or her address as it appears on the records of the
35 corporation, with postage thereon prepaid. Other forms of notice in a
36 tangible medium described in this subsection are effective when
37 received.

1 (3) If notice is provided in an electronic transmission, it must
2 satisfy the requirements of section 4 of this act.

3 **Sec. 11.** RCW 24.03.085 and 1969 ex.s. c 115 s 2 are each amended
4 to read as follows:

5 (1) The right of the members, or any class or classes of members,
6 to vote may be limited, enlarged or denied to the extent specified in
7 the articles of incorporation or the bylaws. Unless so limited,
8 enlarged or denied, each member, regardless of class, shall be entitled
9 to one vote on each matter submitted to a vote of members.

10 (2) A member may vote in person or, if so authorized by the
11 articles of incorporation or the bylaws, may vote by mail, by
12 electronic transmission, or by proxy in the form of a record executed
13 ((in writing)) by the member or ((by his)) a duly authorized attorney-
14 in-fact. No proxy shall be valid after eleven months from the date of
15 its execution, unless otherwise provided in the proxy.

16 ((Where)) (3) If specifically permitted by the articles of
17 incorporation or bylaws, whenever proposals or directors or officers
18 are to be elected by members, the ((bylaws may provide that such
19 elections may be conducted)) vote may be taken by mail or by electronic
20 transmission if the name of each candidate and the text of each
21 proposal to be voted upon are set forth in a record accompanying or
22 contained in the notice of meeting. If the bylaws provide, an election
23 may be conducted by electronic transmission if the corporation has
24 designated an address, location, or system to which the ballot may be
25 electronically transmitted and the ballot is electronically transmitted
26 to the designated address, location, or system, in an executed
27 electronically transmitted record. Members voting by mail or
28 electronic transmission are present for all purposes of quorum, count
29 of votes, and percentages of total voting power present.

30 (4) The articles of incorporation or the bylaws may provide that in
31 all elections for directors every member entitled to vote shall have
32 the right to cumulate his vote and to give one candidate a number of
33 votes equal to his vote multiplied by the number of directors to be
34 elected, or by distributing such votes on the same principle among any
35 number of such candidates.

1 **Sec. 12.** RCW 24.03.113 and 1986 c 240 s 19 are each amended to
2 read as follows:

3 A director of a corporation who is present at a meeting of its
4 board of directors at which action on any corporate matter is taken
5 shall be presumed to have assented to the action taken unless the
6 director's dissent or abstention shall be entered in the minutes of the
7 meeting or unless the director shall ~~((file))~~ deliver his or her
8 ~~((written))~~ dissent or abstention to such action ~~((with))~~ to the person
9 acting as the secretary of the meeting before the adjournment thereof,
10 or shall ~~((forward))~~ deliver such dissent or abstention ~~((by registered~~
11 ~~mail))~~ to the secretary of the corporation immediately after the
12 adjournment of the meeting which dissent or abstention must be in the
13 form of a record. Such right to dissent or abstain shall not apply to
14 a director who voted in favor of such action.

15 **Sec. 13.** RCW 24.03.120 and 1986 c 240 s 21 are each amended to
16 read as follows:

17 Meetings of the board of directors, regular or special, may be held
18 either within or without this state.

19 Regular meetings of the board of directors or of any committee
20 designated by the board of directors may be held with or without notice
21 as prescribed in the bylaws. Special meeting of the board of directors
22 or any committee designated by the board of directors shall be held
23 upon such notice as is prescribed in the bylaws. Attendance of a
24 director or a committee member at a meeting shall constitute a waiver
25 of notice of such meeting, except where a director or a committee
26 member attends a meeting for the express purpose of objecting to the
27 transaction of any business because the meeting is not lawfully called
28 or convened. Neither the business to be transacted at, nor the purpose
29 of, any regular or special meeting of the board of directors or any
30 committee designated by the board of directors need be specified in the
31 notice or waiver of notice of such meeting unless required by the
32 bylaws. If notice of regular or special meetings is provided by
33 electronic transmission, it must satisfy the requirements of section 4
34 of this act.

35 Except as may be otherwise restricted by the articles of
36 incorporation or bylaws, members of the board of directors or any
37 committee designated by the board of directors may participate in a

1 meeting of such board or committee by means of a conference telephone
2 or similar communications equipment by means of which all persons
3 participating in the meeting can hear each other at the same time and
4 participation by such means shall constitute presence in person at a
5 meeting.

6 **Sec. 14.** RCW 24.03.135 and 1986 c 240 s 24 are each amended to
7 read as follows:

8 Each corporation shall keep at its registered office, its principal
9 office in this state, or at its secretary's office if in this state,
10 the following documents in the form of a record:

11 (1) Current articles and bylaws;

12 (2) A (~~record~~) list of members, including names, addresses, and
13 classes of membership, if any;

14 (3) Correct and adequate (~~records~~) statements of accounts and
15 finances;

16 (4) A (~~record~~) list of officers' and directors' names and
17 addresses;

18 (5) Minutes of the proceedings of the members, if any, the board,
19 and any minutes which may be maintained by committees of the board.
20 (~~Records may be written, or electronic if capable of being converted~~
21 ~~to writing.~~)

22 The corporate records shall be open at any reasonable time to
23 inspection by any member of more than three months standing or a
24 representative of more than five percent of the membership.

25 Cost of inspecting or copying shall be borne by such member except
26 for costs for copies of articles or bylaws. Any such member must have
27 a purpose for inspection reasonably related to membership interests.
28 Use or sale of members' lists by such member if obtained by inspection
29 is prohibited.

30 The superior court of the corporation's or such member's residence
31 may order inspection and may appoint independent inspectors. Such
32 member shall pay inspection costs unless the court orders otherwise.

33 **Sec. 15.** RCW 24.03.155 and 1986 c 240 s 26 are each amended to
34 read as follows:

35 After the issuance of the certificate of incorporation an
36 organization meeting of the board of directors named in the articles of

1 incorporation shall be held, either within or without this state, at
2 the call of a majority of the directors named in the articles of
3 incorporation, for the purpose of adopting bylaws, electing officers
4 and the transaction of such other business as may come before the
5 meeting. The directors calling the meeting shall give at least three
6 days' notice thereof by mail, facsimile transmission, or electronic
7 transmission to each director so named, which notice shall be in the
8 form of a record and shall state the time and place of the meeting. If
9 notice is provided by electronic transmission, it must satisfy the
10 requirements of section 4 of this act. Any action permitted to be
11 taken at the organization meeting of the directors may be taken without
12 a meeting if each director (~~(signs an instrument)~~) executes a record
13 stating the action so taken.

14 **Sec. 16.** RCW 24.03.165 and 1986 c 240 s 27 are each amended to
15 read as follows:

16 Amendments to the articles of incorporation shall be made in the
17 following manner:

18 (1) Where there are members having voting rights, with regard to
19 the question, the board of directors shall adopt a resolution setting
20 forth the proposed amendment and directing that it be submitted to a
21 vote at a meeting of members having voting rights, which may be either
22 an annual or a special meeting. (~~(Written or printed)~~) Notice in the
23 form of a record setting forth the proposed amendment or a summary of
24 the changes to be effected thereby shall be given to each member
25 entitled to vote at such meeting within the time and in the manner
26 provided in this chapter for the giving of notice of meetings of
27 members. The proposed amendment shall be adopted upon receiving at
28 least two-thirds of the votes which members present at such meeting or
29 represented by proxy are entitled to cast.

30 (2) Where there are no members, or no members having voting rights,
31 with regard to the question, an amendment shall be adopted at a meeting
32 of the board of directors upon receiving the vote of a majority of the
33 directors in office.

34 Any number of amendments may be submitted and voted upon at any one
35 meeting.

1 **Sec. 17.** RCW 24.03.170 and 1982 c 35 s 85 are each amended to read
2 as follows:

3 The articles of amendment shall be executed (~~(in duplicate)~~) by the
4 corporation by an officer of the corporation, and shall set forth:

5 (1) The name of the corporation.

6 (2) The amendment so adopted.

7 (3) Where there are members having voting rights, (a) a statement
8 setting forth the date of the meeting of members at which the amendment
9 was adopted, that a quorum was present at such meeting, and that such
10 amendment received at least two-thirds of the votes which members
11 present at such meeting or represented by proxy were entitled to cast,
12 or (b) a statement that such amendment was adopted by a consent in
13 (~~writing signed~~) the form of a record executed by all members
14 entitled to vote with respect thereto.

15 (4) Where there are no members, or no members having voting rights,
16 a statement of such fact, the date of the meeting of the board of
17 directors at which the amendment was adopted, and a statement of the
18 fact that such amendment received the vote of a majority of the
19 directors in office.

20 **Sec. 18.** RCW 24.03.183 and 2002 c 74 s 9 are each amended to read
21 as follows:

22 A domestic corporation may at any time restate its articles of
23 incorporation by a resolution adopted by the board of directors. A
24 corporation may amend and restate in one resolution, but may not
25 present the amendments and restatement for filing by the secretary in
26 a single (~~document~~) record. Separate articles of amendment, under
27 RCW 24.03.165 and articles of restatement, under this section, must be
28 presented notwithstanding the corporation's adoption of a single
29 resolution of amendment and restatement.

30 Upon the adoption of the resolution, restated articles of
31 incorporation shall be executed (~~(in duplicate)~~) by the corporation by
32 one of its officers. The restated articles shall set forth all of the
33 operative provisions of the articles of incorporation together with a
34 statement that the restated articles of incorporation correctly set
35 forth without change the provisions of the articles of incorporation as
36 amended and that the restated articles of incorporation supersede the
37 original articles of incorporation and all amendments thereto.

1 The restated articles of incorporation shall be delivered to the
2 secretary of state. If the secretary of state finds that the restated
3 articles of incorporation conform to law, the secretary of state shall,
4 when all fees required by this title have been paid:

5 (1) Endorse on the articles the word "Filed" and the date of the
6 filing;

7 (2) File the restated articles.

8 An exact or conformed copy of the restated articles of
9 incorporation bearing the endorsement affixed thereto by the secretary
10 of state, shall be returned to the corporation or its representative.

11 Upon the filing of the restated articles of incorporation by the
12 secretary of state, the restated articles of incorporation shall become
13 effective and shall supersede the original articles of incorporation
14 and all amendments thereto.

15 **Sec. 19.** RCW 24.03.195 and 1986 c 240 s 32 are each amended to
16 read as follows:

17 A plan of merger or consolidation shall be adopted in the following
18 manner:

19 (1) Where the members of any merging or consolidating corporation
20 have voting rights with regard to the question, the board of directors
21 of such corporation shall adopt a resolution approving the proposed
22 plan and directing that it be submitted to a vote at a meeting of
23 members having voting rights, which may be either an annual or a
24 special meeting. (~~Written or printed~~) Notice in the form of a record
25 setting forth the proposed plan or a summary thereof shall be given to
26 each member entitled to vote at such meeting within the time and in the
27 manner provided in this chapter for the giving of notice of meetings of
28 members. The proposed plan shall be adopted upon receiving at least
29 two-thirds of the votes which members present at each such meeting or
30 represented by proxy are entitled to cast.

31 (2) Where any merging or consolidating corporation has no members,
32 or no members having voting rights with regard to the question, a plan
33 of merger or consolidation shall be adopted at a meeting of the board
34 of directors of such corporation upon receiving the vote of a majority
35 of the directors in office.

36 After such approval, and at any time prior to the filing of the

1 articles of merger or consolidation, the merger or consolidation may be
2 abandoned pursuant to provisions therefor, if any, set forth in the
3 plan of merger or consolidation.

4 **Sec. 20.** RCW 24.03.200 and 2002 c 74 s 10 are each amended to read
5 as follows:

6 (1) Upon such approval, articles of merger or articles of
7 consolidation shall be executed by each corporation by an officer of
8 each corporation, and shall set forth:

9 (a) The plan of merger or the plan of consolidation;

10 (b) Where the members of any merging or consolidating corporation
11 have voting rights, then as to each such corporation (i) a statement
12 setting forth the date of the meeting of members at which the plan was
13 adopted, that a quorum was present at such meeting, and that such plan
14 received at least two-thirds of the votes which members present at such
15 meeting or represented by proxy were entitled to cast, or (ii) a
16 statement that such amendment was adopted by a consent in (~~writing~~
17 ~~signed~~) the form of a record executed by all members entitled to vote
18 with respect thereto;

19 (c) Where any merging or consolidating corporation has no members,
20 or no members having voting rights, then as to each such corporation a
21 statement of such fact, the date of the meeting of the board of
22 directors at which the plan was adopted and a statement of the fact
23 that such plan received the vote of a majority of the directors in
24 office.

25 (2) The articles of merger or articles of consolidation shall be
26 delivered to the secretary of state. If the secretary of state finds
27 that such articles conform to law, the secretary of state shall, when
28 all fees have been paid as in this chapter prescribed:

29 (a) Endorse on the articles of merger or consolidation the word
30 "Filed," and the date of the filing;

31 (b) File the articles of merger or consolidation.

32 An exact or conformed copy of the articles of merger or articles of
33 consolidation bearing the filing endorsement affixed thereto by the
34 secretary of state, shall be returned to the surviving or new
35 corporation, as the case may be, or its representative.

1 **Sec. 21.** RCW 24.03.207 and 1986 c 240 s 35 are each amended to
2 read as follows:

3 One or more foreign corporations and one or more domestic
4 corporations may be merged or consolidated in the following manner, if
5 such merger or consolidation is permitted by the laws of the state
6 under which each such foreign corporation is organized:

7 (1) Each domestic corporation shall comply with the provisions of
8 this title with respect to the merger or consolidation as the case may
9 be, of domestic corporations and each foreign corporation shall comply
10 with the applicable provisions of the laws of the state under which it
11 is organized.

12 (2) If the surviving or new corporation in a merger or
13 consolidation is to be governed by the laws of any state other than
14 this state, it shall comply with the provisions of this title with
15 respect to foreign corporations if it is to transact business in this
16 state, and in every case it shall file with the secretary of state of
17 this state:

18 (a) An agreement that it may be served with process in this state
19 in any proceeding for the enforcement of any obligation of any domestic
20 corporation which is a party to the merger or consolidation and in any
21 proceeding for the enforcement of the rights, if any, of a member of
22 any such domestic corporation against the surviving or new corporation;
23 and

24 (b) An irrevocable appointment of the secretary of state of this
25 state as its agent to accept service of process in any such proceeding.

26 The effect of the merger or consolidation shall be the same as in
27 the case of the merger or consolidation of domestic corporations, if
28 the surviving or new corporation is to be governed by the laws of this
29 state. If the surviving or new corporation is to be governed by the
30 laws of any state other than this state, the effect of the merger or
31 consolidation shall be the same as in the case of the merger or
32 consolidation of domestic corporations except as the laws of the other
33 state provide otherwise.

34 (3) At any time prior to the effective date of the articles of
35 merger or consolidation, the merger or consolidation may be abandoned
36 pursuant to provision therefor, if any, set forth in the plan of merger
37 or consolidation. In the event the merger or consolidation is
38 abandoned, the parties thereto shall execute a notice of abandonment in

1 triplicate (~~signed~~) executed by an officer for each corporation
2 (~~signing~~) executing the notice, which must be in the form of a
3 record. If the secretary of state finds the notice conforms to law,
4 the secretary of state shall:

5 (a) Endorse on each of the originals the word "Filed" and the date
6 of the filing;

7 (b) File one of the triplicate originals in the secretary of
8 state's office; and

9 (c) Issue the other triplicate originals to the respective parties
10 or their representatives.

11 **Sec. 22.** RCW 24.03.215 and 1986 c 240 s 36 are each amended to
12 read as follows:

13 A sale, lease, exchange, or other disposition of all, or
14 substantially all, the property and assets of a corporation, if not in
15 the ordinary course of business, may be made upon such terms and
16 conditions and for such consideration, which may consist in whole or in
17 part of money or property, real or personal, including shares of any
18 corporation for profit, domestic or foreign, as may be authorized in
19 the following manner:

20 (1) Where there are members having voting rights with regard to the
21 question, the board of directors shall adopt a resolution recommending
22 such sale, lease, exchange, or other disposition and directing that it
23 be submitted to a vote at a meeting of members having voting rights,
24 which may be either an annual or a special meeting. (~~Written or~~
25 ~~printed~~) Notice in the form of a record stating that the purpose, or
26 one of the purposes, of such meeting is to consider the sale, lease,
27 exchange, or other disposition of all, or substantially all, the
28 property and assets of the corporation shall be given to each member
29 entitled to vote at such meeting, within the time and in the manner
30 provided by this chapter for the giving of notice of meetings of
31 members. At such meeting the members may authorize such sale, lease,
32 exchange, or other disposition and may fix, or may authorize the board
33 of directors to fix, any or all of the terms and conditions thereof and
34 the consideration to be received by the corporation therefor. Such
35 authorization shall require at least two-thirds of the votes which
36 members present at such meeting or represented by proxy are entitled to
37 cast. After such authorization by a vote of members, the board of

1 directors, nevertheless, in its discretion, may abandon such sale,
2 lease, exchange, or other disposition of assets, subject to the rights
3 of third parties under any contracts relating thereto, without further
4 action or approval by members.

5 (2) Where there are no members, or no members having voting rights
6 with regard to the question, a sale, lease, exchange, or other
7 disposition of all, or substantially all, the property and assets of a
8 corporation shall be authorized upon receiving the vote of a majority
9 of the directors in office.

10 **Sec. 23.** RCW 24.03.220 and 1986 c 240 s 38 are each amended to
11 read as follows:

12 A corporation may dissolve and wind up its affairs in the following
13 manner:

14 (1) Where there are members having voting rights with regard to the
15 question, the board of directors shall adopt a resolution recommending
16 that the corporation be dissolved, and directing that the question of
17 such dissolution be submitted to a vote at a meeting of members having
18 such voting rights, which may be either an annual or a special meeting.
19 (~~Written or printed~~) Notice in the form of a record stating that the
20 purpose, or one of the purposes, of such meeting is to consider the
21 advisability of dissolving the corporation, shall be given to each
22 member entitled to vote at such meeting, within the time and in the
23 manner provided in this chapter for the giving of notice of meetings of
24 members. A resolution to dissolve the corporation shall be adopted
25 upon receiving at least two-thirds of the votes which members present
26 at such meeting or represented by proxy are entitled to cast.

27 (2) Where there are no members, or no members having voting rights
28 with regard to the question, the dissolution of the corporation shall
29 be authorized at a meeting of the board of directors upon the adoption
30 of a resolution to dissolve by the vote of a majority of the directors
31 in office.

32 Upon the adoption of such resolution by the members, or by the
33 board of directors where there are no members or no members having
34 voting rights, the corporation shall cease to conduct its affairs
35 except in so far as may be necessary for the winding up thereof, shall
36 immediately cause a notice of the proposed dissolution to be mailed to
37 each known creditor of the corporation, to the attorney general with

1 respect to assets subject to RCW 24.03.225(3), and to the department of
2 revenue, and shall proceed to collect its assets and apply and
3 distribute them as provided in this chapter.

4 **Sec. 24.** RCW 24.03.230 and 1969 ex.s. c 115 s 3 are each amended
5 to read as follows:

6 A plan providing for the distribution of assets, not inconsistent
7 with the provisions of this chapter, may be adopted by a corporation in
8 the process of dissolution and shall be adopted by a corporation for
9 the purpose of authorizing any transfer or conveyance of assets for
10 which this chapter requires a plan of distribution, in the following
11 manner:

12 (1) Where there are members having voting rights, the board of
13 directors shall adopt a resolution recommending a plan of distribution
14 and directing the submission thereof to a vote at a meeting of members
15 having voting rights, which may be either an annual or a special
16 meeting. (~~Written or printed~~) Notice in the form of a record setting
17 forth the proposed plan of distribution or a summary thereof shall be
18 given to each member entitled to vote at such meeting, within the time
19 and in the manner provided in this chapter for the giving of notice of
20 meetings of members. Such plan of distribution shall be adopted upon
21 receiving at least two-thirds of the votes which members present at
22 such meeting or represented by proxy are entitled to cast.

23 (2) Where there are no members, or no members having voting rights,
24 a plan of distribution shall be adopted at a meeting of the board of
25 directors upon receiving a vote of a majority of the directors in
26 office.

27 If the plan of distribution includes assets received and held by
28 the corporation subject to limitations described in subsection (3) of
29 RCW 24.03.225, notice of the adoption of the proposed plan shall be
30 submitted to the attorney general by registered or certified mail
31 directed to him at his office in Olympia, at least twenty days prior to
32 the meeting at which the proposed plan is to be adopted. No plan for
33 the distribution of such assets may be adopted without the approval of
34 the attorney general, or the approval of a court of competent
35 jurisdiction in a proceeding to which the attorney general is made a
36 party. In the event that an objection is not filed within twenty days

1 after the date of mailing, his approval shall be deemed to have been
2 given.

3 **Sec. 25.** RCW 24.03.235 and 1967 c 235 s 48 are each amended to
4 read as follows:

5 A corporation may, at any time prior to the issuance of a
6 certificate of dissolution by the secretary of state, revoke the action
7 theretofore taken to dissolve the corporation, in the following manner:

8 (1) Where there are members having voting rights, the board of
9 directors shall adopt a resolution recommending that the voluntary
10 dissolution proceedings be revoked, and directing that the question of
11 such revocation be submitted to a vote at a meeting of members having
12 voting rights, which may be either an annual or a special meeting.
13 (~~Written or printed~~) Notice in the form of a record stating that the
14 purpose, or one of the purposes, of such meeting is to consider the
15 advisability of revoking the voluntary dissolution proceedings, shall
16 be given to each member entitled to vote at such meeting, within the
17 time and in the manner provided in this chapter for the giving of
18 notice of meetings of members. A resolution to revoke the voluntary
19 dissolution proceedings shall be adopted upon receiving at least two-
20 thirds of the votes which members present at such meeting or
21 represented by proxy are entitled to cast.

22 (2) Where there are no members, or no members having voting rights,
23 a resolution to revoke the voluntary dissolution proceedings shall be
24 adopted at a meeting of the board of directors upon receiving the vote
25 of a majority of the directors in office.

26 Upon the adoption of such resolution by the members, or by the
27 board of directors where there are no members or no members having
28 voting rights, the corporation may thereupon again conduct its affairs.

29 **Sec. 26.** RCW 24.03.240 and 1993 c 356 s 4 are each amended to read
30 as follows:

31 If voluntary dissolution proceedings have not been revoked, then
32 when all debts, liabilities and obligations of the corporation shall
33 have been paid and discharged, or adequate provision shall have been
34 made therefor, and all of the remaining property and assets of the
35 corporation shall have been transferred, conveyed or distributed in

1 accordance with the provisions of this chapter, articles of dissolution
2 shall be executed (~~(in duplicate)~~) by the corporation by an officer of
3 the corporation and shall set forth:

4 (1) The name of the corporation.

5 (2) Where there are members having voting rights, (a) a statement
6 setting forth the date of the meeting of members at which the
7 resolution to dissolve was adopted, that a quorum was present at such
8 meeting, and that such resolution received at least two-thirds of the
9 votes which members present at such meeting or represented by proxy
10 were entitled to cast, or (b) a statement that such resolution was
11 adopted by a consent in (~~writing signed~~) the form of a record
12 executed by all members entitled to vote with respect thereto.

13 (3) Where there are no members, or no members having voting rights,
14 a statement of such fact, the date of the meeting of the board of
15 directors at which the resolution to dissolve was adopted and a
16 statement of the fact that such resolution received the vote of a
17 majority of the directors in office.

18 (4) That all debts, obligations, and liabilities of the corporation
19 have been paid and discharged or that adequate provision has been made
20 therefor.

21 (5) A copy of a revenue clearance certificate issued pursuant to
22 chapter 82.32 RCW.

23 (6) That all the remaining property and assets of the corporation
24 have been transferred, conveyed or distributed in accordance with the
25 provisions of this chapter.

26 (7) That there are no suits pending against the corporation in any
27 court, or that adequate provision has been made for the satisfaction of
28 any judgment, order or decree which may be entered against it in any
29 pending suit.

30 **Sec. 27.** RCW 24.03.330 and 2002 c 74 s 13 are each amended to read
31 as follows:

32 The application of the corporation for a certificate of authority
33 shall be delivered to the secretary of state.

34 If the secretary of state finds that such application conforms to
35 law, the secretary of state shall, when all fees have been paid as in
36 this chapter prescribed:

1 (1) Endorse on each of (~~such documents~~) the records the word
2 "Filed," and the date of the filing.

3 (2) File the application and the copy of the articles of
4 incorporation and amendments thereto.

5 (3) Issue a certificate of authority to conduct affairs in this
6 state.

7 An exact or conformed copy of the application bearing the filing
8 endorsement affixed thereto by the secretary of state, shall be
9 returned to the corporation or its representative.

10 **Sec. 28.** RCW 24.03.332 and 1998 c 23 s 12 are each amended to read
11 as follows:

12 For those corporations that have a certificate of authority, are
13 applying for, or intend to apply for a certificate of authority from
14 the insurance commissioner as an insurance company under chapter 48.05
15 RCW, whenever under this chapter corporate (~~documents~~) records are
16 required to be filed with the secretary of state, the (~~documents~~)
17 records shall be filed with the insurance commissioner rather than the
18 secretary of state.

19 **Sec. 29.** RCW 24.03.340 and 1982 c 35 s 101 are each amended to
20 read as follows:

21 Each foreign corporation authorized to conduct affairs in this
22 state shall have and continuously maintain in this state:

23 (1) A registered office which may be, but need not be, the same as
24 its principal office. The registered office shall be at a specific
25 geographic location in this state, and be identified by number, if any,
26 and street, or building address or rural route, or, if a commonly known
27 street or rural route address does not exist, by legal description.
28 A registered office may not be identified by post office box number or
29 other nongeographic address. For purposes of communicating by mail,
30 the secretary of state may permit the use of a post office address in
31 conjunction with the registered office address if the corporation also
32 maintains on file the specific geographic address of the registered
33 office where personal service of process may be made.

34 (2) A registered agent, which agent may be either an individual
35 resident in this state whose business office is identical with such
36 registered office, or a domestic corporation, whether for profit or not

1 for profit, or a foreign corporation, whether for profit or not for
2 profit, authorized to transact business or conduct affairs in this
3 state, having an office identical with such registered office or a
4 domestic limited liability company whose business office is identical
5 with the registered office or a foreign limited liability company
6 authorized to conduct affairs in this state whose business address is
7 identical with the registered office. A registered agent shall not be
8 appointed without having given prior (~~written~~) consent in the form of
9 a record to the appointment. The (~~written~~) consent shall be filed
10 with the secretary of state in such form as the secretary may
11 prescribe. The (~~written~~) consent shall be filed with or as a part of
12 the (~~document~~) record first appointing a registered agent. In the
13 event any individual (~~or~~), corporation, or limited liability company
14 has been appointed agent without consent, that person (~~or~~),
15 corporation, or limited liability company may file a notarized
16 statement attesting to that fact, and the name shall (~~forthwith~~)
17 immediately be removed from the records of the secretary of state.

18 No foreign corporation authorized to transact business in this
19 state may be permitted to maintain any action in any court in this
20 state until the corporation complies with the requirements of this
21 section.

22 **Sec. 30.** RCW 24.03.345 and 1993 c 356 s 6 are each amended to read
23 as follows:

24 A foreign corporation authorized to conduct affairs in this state
25 may change its registered office or change its registered agent, or
26 both, upon filing in the office of the secretary of state in a form
27 approved by the secretary of state a statement setting forth:

28 (1) The name of the corporation.

29 (2) If the current registered office is to be changed, the street
30 address to which the registered office is to be changed.

31 (3) If the current registered agent is to be changed, the name of
32 the new registered agent.

33 (4) That the address of its registered office and the address of
34 the office of its registered agent, as changed, will be identical.

35 Such statement shall be executed by the corporation by an officer
36 of the corporation, and delivered to the secretary of state, together
37 with a (~~written~~) consent, in the form of a record, of the registered

1 agent to ~~((his or its))~~ the appointment, if applicable. If the
2 secretary of state finds that such statement conforms to the provisions
3 of this chapter, the secretary of state shall endorse thereon the word
4 "Filed," and the month, day, and year of the filing thereof, and file
5 the statement. The change of address of the registered office, or the
6 appointment of a new registered agent, or both, as the case may be,
7 shall become effective upon filing unless a later date is specified.

8 Any registered agent in this state appointed by a foreign
9 corporation may resign as such agent upon filing a ~~((written))~~ notice
10 thereof, in the form of a record, executed in duplicate, with the
11 secretary of state who shall ~~((forthwith mail))~~ immediately deliver a
12 copy thereof to the secretary of the foreign corporation at its
13 principal office as shown by its most recent annual report. The
14 appointment of such agent shall terminate upon the expiration of thirty
15 days after receipt of such notice by the secretary of state.

16 If a registered agent changes his or her business address to
17 another place within the state, the registered agent may change such
18 address and the address of the registered office of any corporation of
19 which the registered agent is a registered agent by filing a statement
20 as required by this section, except that it need be ~~((signed))~~ executed
21 only by the registered agent, it need not be responsive to subsection
22 (3) of this section, and it must recite that a copy of the statement
23 has been ~~((mailed))~~ delivered to the corporation.

24 **Sec. 31.** RCW 24.03.365 and 1967 c 235 s 74 are each amended to
25 read as follows:

26 A foreign corporation authorized to conduct affairs in this state
27 shall procure an amended certificate of authority in the event it
28 changes its corporate name, or desires to pursue in this state other or
29 additional purposes than those set forth in its prior application for
30 a certificate of authority, by making application therefor to the
31 secretary of state.

32 The requirements in respect to the form and contents of such
33 application, the manner of its execution, the filing of ~~((duplicate
34 originals thereof))~~ the application with the secretary of state, the
35 issuance of an amended certificate of authority and the effect thereof,
36 shall be the same as in the case of an original application for a
37 certificate of authority.

1 **Sec. 32.** RCW 24.03.380 and 1986 c 240 s 50 are each amended to
2 read as follows:

3 (1) The certificate of authority of a foreign corporation to
4 conduct affairs in this state shall be revoked by the secretary of
5 state upon the conditions prescribed in this section when:

6 (a) The corporation has failed to file its annual report within the
7 time required by this chapter, or has failed to pay any fees or
8 penalties prescribed by this chapter when they have become due and
9 payable; or

10 (b) The corporation has failed for thirty days to appoint and
11 maintain a registered agent in this state as required by this chapter;
12 or

13 (c) The corporation has failed, for thirty days after change of its
14 registered agent or registered office, to file in the office of the
15 secretary of state a statement of such change as required by this
16 chapter; or

17 (d) The corporation has continued to exceed or abuse the authority
18 conferred upon it by this chapter; or

19 (e) A misrepresentation has been made of any material matter in any
20 application, report, affidavit, or other (~~document~~) record submitted
21 by such corporation pursuant to this chapter.

22 (2) Prior to revoking a certificate of authority under subsection
23 (1) of this section, the secretary of state shall give the corporation
24 written notice of the corporation's delinquency or omission by first
25 class mail, postage prepaid, addressed to the corporation's registered
26 agent. If, according to the records of the secretary of state, the
27 corporation does not have a registered agent, the notice may be given
28 by mail addressed to the corporation at its last known address or at
29 the address of any officer or director of the corporation, as shown by
30 the records of the secretary of state. Notice is deemed to have been
31 given five days after the date deposited in the United States mail,
32 correctly addressed, and with correct postage affixed. The notice
33 shall inform the corporation that its certificate of authority shall be
34 revoked at the expiration of sixty days following the date the notice
35 had been deemed to have been given, unless it corrects the delinquency
36 or omission within the sixty-day period.

37 (3) Any notice provided by the secretary of state under this
38 section shall be designed to clearly identify and warn the recipient of

1 the contents thereof. A delinquency notice shall provide a succinct
2 and readable description of the delinquency or omission, the date on
3 which dissolution will occur, and the action necessary to cure the
4 delinquency or omission prior to dissolution.

5 (4) The attorney general may take such action regarding revocation
6 of a certificate of authority as is provided by RCW 24.03.250 for the
7 dissolution of a domestic corporation. The procedures of RCW 24.03.250
8 shall apply to any action under this section. The clerk of any
9 superior court entering a decree of revocation of a certificate of
10 authority shall file a certified copy, without cost or filing fee, with
11 the office of the secretary of state.

12 **Sec. 33.** RCW 24.03.410 and 1993 c 269 s 6 are each amended to read
13 as follows:

14 The secretary of state shall establish fees by rule and collect:

15 (1) For furnishing a certified copy of any charter document or any
16 other ((document)) record, instrument, or paper relating to a
17 corporation.

18 (2) For furnishing a certificate, under seal, attesting to the
19 status of a corporation or any other certificate.

20 (3) For furnishing copies of any ((document)) record, instrument or
21 paper relating to a corporation.

22 (4) At the time of any service of process on him or her as
23 registered agent of a corporation an amount that may be recovered as
24 taxable costs by the party to the suit or action causing such service
25 to be made if such party prevails in the suit or action.

26 **Sec. 34.** RCW 24.03.425 and 1967 c 235 s 86 are each amended to
27 read as follows:

28 Each director and officer of a corporation, domestic or foreign,
29 who fails or refuses within the time prescribed by this chapter to
30 answer truthfully and fully interrogatories propounded to him or her by
31 the secretary of state in accordance with the provisions of this
32 chapter, or who signs any articles, statement, report, application or
33 other ((document)) record filed with the secretary of state which is
34 known to such officer or director to be false in any material respect,
35 shall be deemed to be guilty of a misdemeanor, and upon conviction
36 thereof may be fined in any amount not exceeding five hundred dollars.

1 **Sec. 35.** RCW 24.03.430 and 1982 c 35 s 112 are each amended to
2 read as follows:

3 The secretary of state may propound to any corporation, domestic or
4 foreign, subject to the provisions of this chapter, and to any officer
5 or director thereof, such interrogatories as may be reasonably
6 necessary and proper to enable the secretary of state to ascertain
7 whether such corporation has complied with all the provisions of this
8 chapter applicable to such corporation. Such interrogatories shall be
9 answered within thirty days after the mailing thereof, or within such
10 additional time as shall be fixed by the secretary of state, and the
11 answers thereto shall be full and complete and shall be made in writing
12 and under oath. If such interrogatories be directed to an individual
13 they shall be answered by ((him)) that individual, and if directed to
14 a corporation they shall be answered by the president, vice president,
15 secretary or assistant secretary thereof. The secretary of state need
16 not file any ((document)) record to which such interrogatories relate
17 until such interrogatories be answered as herein provided, and not then
18 if the answers thereto disclose that such ((document)) record is not in
19 conformity with the provisions of this chapter. The secretary of state
20 shall certify to the attorney general, for such action as the attorney
21 general may deem appropriate, all interrogatories and answers thereto
22 which disclose a violation of any of the provisions of this chapter.

23 **Sec. 36.** RCW 24.03.445 and 1986 c 240 s 56 are each amended to
24 read as follows:

25 If the secretary of state shall fail to approve any articles of
26 incorporation, amendment, merger, consolidation or dissolution, or any
27 other ((document)) record required by this chapter to be approved by
28 the secretary of state before the same shall be filed in his or her
29 office, the secretary of state shall give written notice of disapproval
30 to the person or corporation, domestic or foreign, delivering the same,
31 specifying the reasons therefor. Within thirty days from such
32 disapproval such person or corporation may appeal to the superior court
33 pursuant to the provisions of the administrative procedure act, chapter
34 34.05 RCW.

35 **Sec. 37.** RCW 24.03.450 and 1982 c 35 s 116 are each amended to
36 read as follows:

1 All certificates issued by the secretary of state in accordance
2 with the provisions of this chapter, and all copies of (~~documents~~)
3 records filed in the office of the secretary of state in accordance
4 with the provisions of this chapter when certified by the secretary of
5 state under the seal of the state, shall be taken and received in all
6 courts, public offices, and official bodies as prima facie evidence of
7 the facts therein stated. A certificate by the secretary of state
8 under the seal of this state, as to the existence or nonexistence of
9 the facts relating to corporations which would not appear from a
10 certified copy of any of the (~~foregoing documents~~) records or
11 certificates under this section shall be taken and received in all
12 courts, public offices, and official bodies as prima facie evidence of
13 the existence or nonexistence of the facts therein stated.

14 **Sec. 38.** RCW 24.03.460 and 1967 c 235 s 93 are each amended to
15 read as follows:

16 Whenever any notice is required to be given to any member or
17 director of a corporation under the provisions of this chapter or under
18 the provisions of the articles of incorporation or bylaws of the
19 corporation, a waiver (~~thereof in writing signed~~) in the form of a
20 record executed by the person or persons entitled to such notice,
21 whether before or after the time stated therein, shall be equivalent to
22 the giving of such notice.

23 **Sec. 39.** RCW 24.03.465 and 1967 c 235 s 94 are each amended to
24 read as follows:

25 Any action required by this chapter to be taken at a meeting of the
26 members or directors of a corporation, or any action which may be taken
27 at a meeting of the members or directors, may be taken without a
28 meeting if a consent in (~~writing~~) the form of a record, setting forth
29 the action so taken, shall be (~~signed~~) executed by all of the members
30 entitled to vote with respect to the subject matter thereof, or all of
31 the directors, as the case may be.

32 Such consent shall have the same force and effect as a unanimous
33 vote, and may be stated as such in any articles or (~~document~~) record
34 filed with the secretary of state under this chapter.

1 NEW SECTION. **Sec. 40.** A new section is added to chapter 24.06 RCW
2 to read as follows:

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

 Passed by the Senate March 9, 2004.

 Passed by the House March 4, 2004.

 Approved by the Governor March 31, 2004.

 Filed in Office of Secretary of State March 31, 2004.