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**SENATE BILL 6040**

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**State of Washington 65th Legislature 2018 Regular Session**

**By** Senators Pedersen and Padden; by request of Washington State Bar Association

AN ACT Relating to meetings under the business corporations act; and amending RCW 23B.07.010, 23B.07.020, and 23B.07.080.

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

**Sec.**  RCW 23B.07.010 and 2002 c 297 s 20 are each amended to read as follows:

(1) Except as provided in subsections (2) and ((~~(5)~~)) (6) of this section, a corporation shall hold a meeting of shareholders annually for the election of directors at a time stated in or fixed in accordance with the bylaws.

(2)(a) If the articles of incorporation or the bylaws of a corporation registered as an investment company under the investment company act of 1940 so provide, the corporation is not required to hold an annual meeting of shareholders in any year in which the election of directors is not required by the investment company act of 1940.

(b) If a corporation is required under (a) of this subsection to hold an annual meeting of shareholders to elect directors, the meeting shall be held no later than one hundred twenty days after the occurrence of the event requiring the meeting.

(3) Subject to subsection (4) of this section:

(a) Annual shareholders' meetings may be held in or out of this state at the place stated in or fixed in accordance with the bylaws((~~.~~)); and

(b) If no place is stated in or fixed in accordance with the bylaws, annual meetings shall be held at the corporation's principal office.

(4) Unless the articles of incorporation or bylaws provide otherwise, if the board of directors or another person is authorized in the bylaws to determine the place of annual meetings, the board of directors or such other person may, in the sole discretion of the board of directors or such other person, determine that an annual meeting will not involve a physical assembly of shareholders at a particular geographic location, but instead will be held solely by means of remote communication, in accordance with RCW 23B.07.080.

(5) The failure to hold an annual meeting at the time stated in or fixed in accordance with a corporation's bylaws does not affect the validity of any corporate action.

((~~(5)~~)) (6) Shareholders may act by consent set forth in a record to elect directors as permitted by RCW 23B.07.040 in lieu of holding an annual meeting.

**Sec.**  RCW 23B.07.020 and 2002 c 297 s 21 are each amended to read as follows:

(1) A corporation shall hold a special meeting of shareholders:

(a) On call of its board of directors or the person or persons authorized to do so by the articles of incorporation or bylaws; or

(b) Except as set forth in subsections (2) and (3) of this section, if the holders of at least ten percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting deliver to the corporation's secretary one or more demands set forth in an executed and dated record for the meeting describing the purpose or purposes for which it is to be held, which demands shall be set forth either (i) in an executed record or (ii) if the corporation has designated an address, location, or system to which the demands may be electronically transmitted and the demands are electronically transmitted to that designated address, location, or system, in an executed electronically transmitted record.

(2) The right of shareholders of a public company to call a special meeting may be limited or denied to the extent provided in the articles of incorporation.

(3) If the corporation is other than a public company, the articles or bylaws may require the demand specified in subsection (1)(b) of this section be made by a greater percentage, not in excess of twenty-five percent, of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

(4) If not otherwise fixed under RCW 23B.07.030 or 23B.07.070, the record date for determining shareholders entitled to demand a special meeting is the date of delivery of the first shareholder demand in compliance with subsection (1) of this section.

(5) Subject to subsection (6) of this section:

(a) Special shareholders' meetings may be held in or out of this state at the place stated in or fixed in accordance with the bylaws((~~.~~)); and

(b) If no place is stated or fixed in accordance with the bylaws, special meetings shall be held at the corporation's principal office.

(6) Unless the articles of incorporation or bylaws provide otherwise, if the board of directors or another person is authorized in the bylaws to determine the place of special meetings, the board of directors or such other person may, in the sole discretion of the board of directors or such other person, determine that a special meeting will not involve a physical assembly of shareholders at a particular geographic location, but instead will be held solely by means of remote communication, in accordance with RCW 23B.07.080.

(7) Only business within the purpose or purposes described in the meeting notice required by RCW 23B.07.050(3) may be conducted at a special shareholders' meeting.

**Sec.**  RCW 23B.07.080 and 1989 c 165 s 67 are each amended to read as follows:

((~~If~~)) (1) Unless the articles of incorporation or bylaws ((~~so~~)) provide((~~, shareholders may~~)) otherwise, a corporation may permit any or all shareholders to participate in any meeting of shareholders by ((~~any means of communication by which all persons participating in the meeting can hear each other during the meeting. A shareholder participating in a meeting by this means is deemed to be present in person at the meeting~~)) means of, or conduct the meeting solely through the use of, remote communication. Subject to the provisions of subsection (2) of this section, participation by remote communication is to be subject to any guidelines and procedures adopted by or pursuant to the authority of the board of directors.

(2) If a corporation elects to permit participation by means of, or conduct a meeting solely through the use of, remote communication:

(a) The notice of the meeting must specify how a shareholder may participate in the meeting by means of remote communication; and

(b) The corporation must implement reasonable measures to (i) verify that each person participating remotely as a shareholder or proxy holder is a shareholder or proxy holder, and (ii) provide each person participating remotely as a shareholder or proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.

(3) Participation in a meeting in accordance with this section constitutes presence in person at that meeting.

(4) If the board of directors or another authorized person determines to hold a shareholders' meeting without a physical assembly of shareholders in accordance with RCW 23B.07.010(4) or 23B.07.020(6), all shareholders entitled to vote at such meeting must have the opportunity to participate in the meeting by remote communication in accordance with this section.

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