

**RCW 23.95.105 Definitions.** The definitions in this section apply throughout this chapter unless the context clearly requires otherwise or as set forth in RCW 23.95.400 or 23.95.600.

- (1) "Annual report" means the report required by RCW 23.95.255.
- (2) "Business corporation" means a domestic business corporation incorporated under or subject to Title 23B RCW or a foreign business corporation.
- (3) "Commercial registered agent" means a person listed under RCW 23.95.420.
- (4) "Domestic," with respect to an entity, means governed as to its internal affairs by the law of this state.
- (5) "Electronic transmission" means an electronic communication:
  - (a) Not directly involving the physical transfer of a record in a tangible medium; and
  - (b) That may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by such a sender and recipient.
- (6) "Entity" means:
  - (a) A business corporation;
  - (b) A nonprofit corporation;
  - (c) A limited liability partnership;
  - (d) A limited partnership;
  - (e) A limited liability company;
  - (f) A general cooperative association; or
  - (g) A limited cooperative association.
- (7) "Entity filing" means a record delivered to the secretary of state for filing pursuant to this chapter.
- (8) "Execute," "executes," or "executed" means with present intent to authenticate or adopt a record:
  - (a) To sign or adopt a tangible symbol;
  - (b) To attach to or logically associate with the record an electronic symbol, sound, or process; or
  - (c) With respect to a record to be filed with the secretary of state, in compliance with the standards for filing with the office of the secretary of state as prescribed by the secretary of state.
- (9) "Filed record" means a record filed by the secretary of state pursuant to this chapter.
- (10) "Foreign," with respect to an entity, means governed as to its internal affairs by the law of a jurisdiction other than this state.
- (11) "General cooperative association" means a domestic general cooperative association formed under or subject to chapter 23.86 RCW.
- (12) "Governor" means:
  - (a) A director of a business corporation;
  - (b) A director of a nonprofit corporation;
  - (c) A partner of a limited liability partnership;
  - (d) A general partner of a limited partnership;
  - (e) A manager of a manager-managed limited liability company;
  - (f) A member of a member-managed limited liability company;
  - (g) A director of a general cooperative association;
  - (h) A director of a limited cooperative association; or
  - (i) Any other person under whose authority the powers of an entity are exercised and under whose direction the activities and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.
- (13) "Interest" means:
  - (a) A share in a business corporation;

- (b) A membership in a nonprofit corporation;
  - (c) A share in a nonprofit corporation formed under chapter 24.06 RCW;
  - (d) A partnership interest in a limited liability partnership;
  - (e) A partnership interest in a limited partnership;
  - (f) A limited liability company interest;
  - (g) A share or membership in a general cooperative association;
- or
- (h) A member's interest in a limited cooperative association.
- (14) "Interest holder" means:
- (a) A shareholder of a business corporation;
  - (b) A member of a nonprofit corporation;
  - (c) A shareholder of a nonprofit corporation formed under chapter 24.06 RCW;
  - (d) A partner of a limited liability partnership;
  - (e) A general partner of a limited partnership;
  - (f) A limited partner of a limited partnership;
  - (g) A member of a limited liability company;
  - (h) A shareholder or member of a general cooperative association;
- or
- (i) A member of a limited cooperative association.
- (15) "Jurisdiction," when used to refer to a political entity, means the United States, a state, a foreign country, or a political subdivision of a foreign country.
- (16) "Jurisdiction of formation" means the jurisdiction whose law includes the organic law of an entity.
- (17) "Limited cooperative association" means a domestic limited cooperative association formed under or subject to chapter 23.100 RCW or a foreign limited cooperative association.
- (18) "Limited liability company" means a domestic limited liability company formed under or subject to chapter 25.15 RCW or a foreign limited liability company.
- (19) "Limited liability limited partnership" means a domestic limited liability limited partnership formed under or subject to chapter 25.10 RCW or a foreign limited liability limited partnership.
- (20) "Limited liability partnership" means a domestic limited liability partnership registered under or subject to chapter 25.05 RCW or a foreign limited liability partnership.
- (21) "Limited partnership" means a domestic limited partnership formed under or subject to chapter 25.10 RCW or a foreign limited partnership. "Limited partnership" includes a limited liability limited partnership.
- (22) "Noncommercial registered agent" means a person that is not a commercial registered agent and is:
- (a) An individual or domestic or foreign entity that serves in this state as the registered agent of an entity;
  - (b) An individual who holds the office or other position in an entity which is designated as the registered agent pursuant to RCW 23.95.415(1)(b)(ii); or
  - (c) A government, governmental subdivision, agency, or instrumentality, or a separate legal entity comprised of two or more of these entities, that serves as the registered agent of an entity.
- (23) "Nonprofit corporation" means a domestic nonprofit corporation incorporated under or subject to chapter 24.03A or 24.06 RCW or a foreign nonprofit corporation.

(24) "Nonregistered foreign entity" means a foreign entity that is not registered to do business in this state pursuant to a statement of registration filed by the secretary of state.

(25) "Organic law" means the law of an entity's jurisdiction of formation governing the internal affairs of the entity.

(26) "Organic rules" means the public organic record and private organic rules of an entity.

(27) "Person" means an individual, business corporation, nonprofit corporation, partnership, limited partnership, limited liability company, general cooperative association, limited cooperative association, unincorporated nonprofit association, statutory trust, business trust, common-law business trust, estate, trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(28) "Principal office" means the principal executive office of an entity, whether or not the office is located in this state.

(29) "Private organic rules" means the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all its interest holders, and are not part of its public organic record, if any. "Private organic rules" includes:

(a) The bylaws of a business corporation and any agreement among shareholders pursuant to RCW 23B.07.320;

(b) The bylaws of a nonprofit corporation;

(c) The partnership agreement of a limited liability partnership;

(d) The partnership agreement of a limited partnership;

(e) The limited liability company agreement;

(f) The bylaws of a general cooperative association; and

(g) The bylaws of a limited cooperative association.

(30) "Proceeding" means civil suit and criminal, administrative, and investigatory action.

(31) "Property" means all property, whether real, personal, or mixed or tangible or intangible, or any right or interest therein.

(32) "Public organic record" means the record the filing of which by the secretary of state is required to form an entity and any amendment to or restatement of that record. The term includes:

(a) The articles of incorporation of a business corporation;

(b) The articles of incorporation of a nonprofit corporation;

(c) The certificate of limited partnership of a limited partnership;

(d) The certificate of formation of a limited liability company;

(e) The articles of incorporation of a general cooperative association;

(f) The articles of organization of a limited cooperative association; and

(g) The document under the laws of another jurisdiction that is equivalent to a document listed in this subsection.

(33) "Receipt," as used in this chapter, means actual receipt. "Receive" has a corresponding meaning.

(34) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

(35) "Registered agent" means an agent of an entity which is authorized to receive service of any process, notice, or demand required or permitted by law to be served on the entity. The term includes a commercial registered agent and a noncommercial registered agent.

(36) "Registered foreign entity" means a foreign entity that is registered to do business in this state pursuant to a certificate of registration filed by the secretary of state.

(37) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of the United States.

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

(39) "Transfer" includes:

- (a) An assignment;
- (b) A conveyance;
- (c) A sale;
- (d) A lease;
- (e) An encumbrance, including a mortgage or security interest;
- (f) A change of record owner of interest;
- (g) A gift; and
- (h) A transfer by operation of law.

(40) "Type of entity" means a generic form of entity:

- (a) Recognized at common law; or
- (b) Formed under an organic law, whether or not some entities formed under that law are subject to provisions of that law that create different categories of the form of entity. [2021 c 176 § 5208; 2020 c 57 § 29; 2019 c 37 § 1401; 2015 c 176 § 1102.]

**Effective date—2021 c 176:** See note following RCW 24.03A.005.

**Uniformity of application and construction—Savings—2019 c 37:** See RCW 23.100.1501 and 23.100.1503.

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