

Chapter 23.100 RCW
LIMITED COOPERATIVE ASSOCIATIONS

Sections

GENERAL PROVISIONS

- 23.100.0101 Short title.
- 23.100.0102 Definitions.
- 23.100.0103 Nature of limited cooperative association.
- 23.100.0104 Purpose and duration of limited cooperative association.
- 23.100.0105 Powers.
- 23.100.0106 Governing law.
- 23.100.0107 Requirements of other laws.
- 23.100.0108 Relation to restraint of trade and antitrust laws.
- 23.100.0109 Effect of organic rules.
- 23.100.0110 Required information.
- 23.100.0111 Business transactions of member with limited cooperative association.
- 23.100.0112 Dual capacity.
- 23.100.0113 Use of the term "cooperative" in name.
- 23.100.0114 Subjects covered outside chapter.

ORGANIZATION OF LIMITED
COOPERATIVE ASSOCIATION

- 23.100.0201 Formation of limited cooperative association—Articles of organization.
- 23.100.0202 Organization of limited cooperative association.
- 23.100.0203 Bylaws.
- 23.100.0204 Executing of records to be delivered for filing to secretary of state.

AMENDMENT OF ORGANIC RULES OF
LIMITED COOPERATIVE ASSOCIATION

- 23.100.0301 Authority to amend organic rules.
- 23.100.0302 Notice and action on amendment of organic rules.
- 23.100.0303 Method of voting on amendment of organic rules.
- 23.100.0304 Voting by district, class, or voting group.
- 23.100.0305 Approval of amendment.
- 23.100.0306 Restated articles of organization.
- 23.100.0307 Amendment or restatement of articles of organization—Filing.

MEMBERS

- 23.100.0401 Members.
- 23.100.0402 Becoming a member.
- 23.100.0403 No agency power of member as member.
- 23.100.0404 Liability of members and directors.
- 23.100.0405 Right of members and dissociated members to information.
- 23.100.0406 Annual meeting of members.
- 23.100.0407 Special meeting of members.
- 23.100.0408 Notice of members meeting.
- 23.100.0409 Waiver of members meeting notice.
- 23.100.0410 Quorum of members.
- 23.100.0411 Voting by patron members.
- 23.100.0412 Allocation of voting power of patron members.
- 23.100.0413 Voting by investor members.
- 23.100.0414 Voting requirements for members.

23.100.0415 Manner of voting.
23.100.0416 Action without a meeting.
23.100.0417 Districts and delegates—Classes of members.
23.100.0418 Approval of certain transactions.
23.100.0419 Notice to members of consumer cooperative.

MEMBER'S INTEREST IN
LIMITED COOPERATIVE ASSOCIATION

23.100.0501 Member's interest.
23.100.0502 Patron and investor members' interests.
23.100.0503 Transferability of member's interest.

DIRECTORS AND OFFICERS

23.100.0601 Board of directors.
23.100.0602 No liability as director for limited cooperative
association's obligations.
23.100.0603 Qualifications of directors.
23.100.0604 Election of directors and composition of board.
23.100.0605 Term of director.
23.100.0606 Resignation of director.
23.100.0607 Removal of director.
23.100.0608 Suspension of director by board.
23.100.0609 Vacancy on board.
23.100.0610 Remuneration of directors.
23.100.0611 Meetings.
23.100.0612 Action without meeting.
23.100.0613 Meetings and notice.
23.100.0614 Waiver of notice of meeting.
23.100.0615 Quorum.
23.100.0616 Voting.
23.100.0617 Committees.
23.100.0618 Standards of conduct and liability.
23.100.0619 Conflict of interest.
23.100.0620 Other considerations of directors.
23.100.0621 Right of director or committee member to information.
23.100.0622 Appointment and authority of officer.
23.100.0623 Resignation and removal of officers.

INDEMNIFICATION

23.100.0701 Indemnification and advancement of expenses—Insurance.

CONTRIBUTIONS, ALLOCATIONS,
AND DISTRIBUTIONS

23.100.0801 Members' contributions.
23.100.0802 Contribution and validation.
23.100.0803 Allocation of profits and losses.
23.100.0804 Distributions.
23.100.0805 Redemption or repurchase.
23.100.0806 Limitations on distributions.
23.100.0807 Liability for improper distributions—Limitation of
action.
23.100.0808 Relation to state securities law.
23.100.0809 Alternative distribution of unclaimed property,
distributions, redemptions, or payments.

DISSOCIATION

23.100.0901 Member's dissociation.

- 23.100.0902 Effect of dissociation.
- 23.100.0903 Power of legal representative of deceased member.

DISSOLUTION

- 23.100.1001 Dissolution and winding up.
- 23.100.1002 Nonjudicial dissolution.
- 23.100.1003 Judicial dissolution.
- 23.100.1004 Voluntary dissolution before commencement of activity.
- 23.100.1005 Voluntary dissolution by the board and members.
- 23.100.1006 Winding up.
- 23.100.1007 Rescinding dissolution.
- 23.100.1008 Distribution of assets in winding up.
- 23.100.1009 Known claims against dissolved limited cooperative association.
- 23.100.1010 Other claims against dissolved limited cooperative association.
- 23.100.1011 Court proceedings.
- 23.100.1012 Statement of dissolution.
- 23.100.1013 Statement of termination.

ACTIONS BY MEMBERS

- 23.100.1101

Derivative action.

DISPOSITION OF ASSETS

- 23.100.1201 Disposition of assets not requiring member approval.
- 23.100.1202 Member approval of other disposition of assets.
- 23.100.1203 Notice and action by board on disposition of assets requiring member approval.
- 23.100.1204 Member action on disposition of assets.

CONVERSION AND MERGER

- 23.100.1301 Definitions.
- 23.100.1302 Conversion authorized.
- 23.100.1303 Plan of conversion.
- 23.100.1304 Approval of conversion.
- 23.100.1305 Amendment or abandonment of plan of conversion.
- 23.100.1306 Statement of conversion—Effective date of conversion.
- 23.100.1307 Effect of conversion.
- 23.100.1308 Merger authorized.
- 23.100.1309 Plan of merger.
- 23.100.1310 Approval of merger.
- 23.100.1311 Amendment or abandonment of plan of merger.
- 23.100.1312 Statement of merger—Effective date of merger.
- 23.100.1313 Effect of merger.
- 23.100.1314 Relationship to other laws.
- 23.100.1315 Charitable assets.
- 23.100.1316 Status of filings.
- 23.100.1317 Nonexclusivity.
- 23.100.1318 Reference to external facts.
- 23.100.1319 Alternative means of approval of conversion or merger.
- 23.100.1320 Subjects covered.

MISCELLANEOUS PROVISIONS

- 23.100.1501 Uniformity of application and construction—2019 c 37.
- 23.100.1502 Relation to electronic signatures in global and national commerce act.
- 23.100.1503 Savings—2019 c 37.