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HOUSE BILL 2532

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State of Washington                      57th Legislature                      2002 Regular Session

By Representatives Linville, Crouse, Morris, Berkey, Morell and Wood

Read first time 01/21/2002. Referred to Committee on Judiciary.

1            AN ACT Relating to allowing the use of electronic mail  
2 telecommunications technology by nonprofit corporation committees; and  
3 amending RCW 24.03.075 and 24.03.120.

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

5            **Sec. 1.** RCW 24.03.075 and 1986 c 240 s 14 are each amended to read  
6 as follows:

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

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

15            (c) Special meetings of the members may be called by the president  
16 or by the board of directors. Special meetings of the members may also  
17 be called by such other officers or persons or number or proportion of  
18 members as may be provided in the articles of incorporation or the  
19 bylaws. In the absence of a provision fixing the number or proportion

1 of members entitled to call a meeting, a special meeting of members may  
2 be called by members having one-twentieth of the votes entitled to be  
3 cast at such meeting.

4 (2) Except as may be otherwise restricted by the articles of  
5 incorporation or the bylaws, members and any committees designated by  
6 the board of directors of the corporation may participate in a meeting  
7 of members or a committee by means of: (a) A conference telephone or  
8 similar communications equipment by means of which all persons  
9 participating in the meeting can hear each other at the same time  
10 ((and)); or (b) where committee members are being asked to consider and  
11 vote on a matter that, by agreement of a majority of the committee  
12 members, does not require discussion, electronic mail. Participation  
13 ((by such means shall)) under (a) or (b) of this subsection constitutes  
14 presence in person at a meeting.

15 **Sec. 2.** RCW 24.03.120 and 1986 c 240 s 21 are each amended to read  
16 as follows:

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

19 (2) 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.

33 (3) Except as may be otherwise restricted by the articles of  
34 incorporation or bylaws, members of the board of directors or any  
35 committee designated by the board of directors may participate in a  
36 meeting of such board or committee by means of: (a) A conference  
37 telephone or similar communications equipment by means of which all  
38 persons participating in the meeting can hear each other at the same

1 time ~~((and))~~; or (b) where committee members are being asked to  
2 consider and vote on a matter that, by agreement of a majority of the  
3 committee members, does not require discussion, electronic mail.  
4 Participation ~~((by such means shall))~~ under (a) or (b) of this  
5 subsection constitutes presence in person at a meeting.

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