

---

**SUBSTITUTE SENATE BILL 6729**

---

**State of Washington                      61st Legislature                      2010 Regular Session**

**By Senate Judiciary (originally sponsored by Senator Fraser)**

READ FIRST TIME 02/05/10.

1            AN ACT Relating to notices to shareholders of annual or special  
2 meetings; amending RCW 23B.07.050; and adding a new section to chapter  
3 30.12 RCW.

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

5            **Sec. 1.** RCW 23B.07.050 and 1989 c 165 s 64 are each amended to  
6 read as follows:

7            (1) A corporation shall notify shareholders of the date, time, and  
8 place of each annual and special shareholders' meeting. Such notice  
9 shall be given no fewer than ten nor more than sixty days before the  
10 meeting date, except that notice of a shareholders' meeting to act on  
11 an amendment to the articles of incorporation, a plan of merger or  
12 share exchange, a proposed sale of assets pursuant to RCW 23B.12.020,  
13 or the dissolution of the corporation shall be given no fewer than  
14 twenty nor more than sixty days before the meeting date. Unless this  
15 title or the articles of incorporation require otherwise, the  
16 corporation is required to give notice only to shareholders entitled to  
17 vote at the meeting.

18            (2) Unless this title or the articles of incorporation require

1 otherwise, notice of an annual meeting need not include a description  
2 of the purpose or purposes for which the meeting is called.

3 (3) Notice of a special meeting must include a description of the  
4 purpose or purposes for which the meeting is called.

5 (4) Unless the bylaws require otherwise, if an annual or special  
6 shareholders' meeting is adjourned to a different date, time, or place,  
7 notice need not be given of the new date, time, or place if the new  
8 date, time, or place is announced at the meeting before adjournment.  
9 If a new record date for the adjourned meeting is or must be fixed  
10 under RCW 23B.07.070, however, notice of the adjourned meeting must be  
11 given under this section to persons who are shareholders as of the new  
12 record date.

13 (5) In each notice to shareholders of annual or special meetings,  
14 the notice shall include the corporation's web site, if any, and a  
15 citation to the United States securities and exchange commission's  
16 electronic data gathering, analysis and retrieval system, if  
17 applicable.

18 NEW SECTION. Sec. 2. A new section is added to chapter 30.12 RCW  
19 to read as follows:

20 In each notice to shareholders of annual or special meetings, the  
21 notice shall include the bank's web site, if any, and a citation to the  
22 United States securities and exchange commission's electronic data  
23 gathering, analysis, and retrieval system, if applicable.

--- END ---