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SENATE BILL 6729

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State of Washington

61st Legislature

2010 Regular Session

By Senator Fraser

Read first time 01/22/10. Referred to Committee on Judiciary.

1 AN ACT Relating to notices to shareholders of annual or special  
2 meetings; and amending RCW 23B.07.050.

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

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

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

17 (2) Unless this title or the articles of incorporation require  
18 otherwise, notice of an annual meeting need not include a description  
19 of the purpose or purposes for which the meeting is called.

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

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

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

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