

SENATE BILL REPORT

HB 2293

As Reported by Senate Committee On:
Judiciary, February 22, 2012

Title: An act relating to the nonprofit miscellaneous and mutual corporations act.

Brief Description: Expanding consumer cooperative provisions under the nonprofit miscellaneous and mutual corporations act.

Sponsors: Representatives Pedersen, Rodne and Orwall.

Brief History: Passed House: 1/30/12, 96-0.

Committee Activity: Judiciary: 2/15/12, 2/22/12 [DP].

SENATE COMMITTEE ON JUDICIARY

Majority Report: Do pass.

Signed by Senators Kline, Chair; Harper, Vice Chair; Pflug, Ranking Minority Member; Carrell, Hargrove, Kohl-Welles, Padden, Regala and Roach.

Staff: Aldo Melchiori (786-7439)

Background: Consumer cooperatives are consumer-owned enterprises with the aim of providing goods and services at the lowest cost to the owners. The cooperatives may retain profits in common ownership, distribute them at the direction of the owners, or refund some of the profits to the owners. Examples of consumer cooperatives include those involving utilities, electricity, telephone service, housing, recreational equipment, food, nursery school and child care, health care, and credit unions. As with other corporations, the rights and powers of the members and shareholders are enumerated in the consumer cooperative's bylaws and articles of incorporation. The bylaws or articles of incorporation may also provide for remote communication for meetings.

Summary of Bill: A consumer cooperative must give notice to its members of the place, day, and hour of its annual meeting not less than ten nor more than 120 days before the date of the meeting. The consumer cooperative may satisfy requirements that certain information or materials must be set forth in writing accompanying or contained in the notice by posting them on an electronic network not less than 30 days prior to the meeting at which they will be considered; and delivering to those members who are eligible to vote a notification, either in a meeting notice or in such other reasonable form as the board of directors may specify.

This analysis was prepared by non-partisan legislative staff for the use of legislative members in their deliberations. This analysis is not a part of the legislation nor does it constitute a statement of legislative intent.

The notification must provide the address of the electronic network and the date when the information or materials will be posted and available for viewing by members eligible to vote. A consumer cooperative that elects to post information or materials on an electronic network must, upon request, provide a copy of them in a written or other tangible medium to any member who is eligible to vote.

The bylaws or articles of incorporation of a consumer cooperative may provide that the annual meeting of its members not involve a physical assembly at a particular location if the meeting is held by means of electronic or other remote communications. Members must have a reasonable opportunity to read or hear the proceedings concurrently with their occurrence, to vote by electronic transmission on matters submitted to a vote, and to pose questions of and make comments to management. Members participating in an annual meeting by means of electronic or other remote communications technology are deemed present at the meeting. For any annual meeting of members that is conducted by means of electronic or other remote communications without a physical assembly, the place of the meeting is deemed to be the address of the electronic network, other communications site, or connection specified in the notice.

Appropriation: None.

Fiscal Note: Not requested.

Committee/Commission/Task Force Created: No.

Effective Date: Ninety days after adjournment of session in which bill is passed.

Staff Summary of Public Testimony: PRO: The bill makes modest changes to meeting procedures. The intent is to increase the participation opportunities for members. It will also save mailing costs. REI has over 4 million members, so the cost savings will be substantial. The bill will also benefit about a dozen other consumer cooperatives in Washington.

Persons Testifying: PRO: Representative Pedersen, prime sponsor; Denny Eliason, Recreational Equipment Incorporated; Delaney Hanon, citizen.