
HOUSE BILL 2293

State of Washington 62nd Legislature 2012 Regular Session

By Representatives Pedersen, Rodne, and Orwall

Read first time 01/11/12. Referred to Committee on Judiciary.

1 AN ACT Relating to the nonprofit miscellaneous and mutual
2 corporations act; and amending RCW 24.06.032.

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

4 **Sec. 1.** RCW 24.06.032 and 2004 c 265 s 40 are each amended to read
5 as follows:

6 (1) In addition to any other rights and powers granted under this
7 chapter, any mutual or miscellaneous corporation that was organized
8 under this chapter prior to June 10, 2004, and conducts its business on
9 a cooperative basis is entitled, by means of an express election
10 contained in its articles of incorporation or bylaws, to avail itself
11 of part or all of the additional rights and powers granted to
12 cooperative associations under RCW 23.86.105(1), 23.86.160, and
13 23.86.170, and, if the corporation is a consumer cooperative, under RCW
14 23.86.030 (1) and (2).

15 (2) Any other provision of this chapter notwithstanding:

16 (a) A consumer cooperative organized under this chapter may give
17 notice to its members of the place, day, and hour of its annual meeting
18 not less than ten nor more than one hundred twenty days before the date
19 of the annual meeting.

1 (b) A consumer cooperative organized under this chapter may satisfy
2 any provisions of this chapter requiring that certain information or
3 materials must be set forth in a writing accompanying or contained in
4 the notice of a meeting of its members, by: (i) Posting the
5 information or materials on an electronic network not less than thirty
6 days prior to the meeting at which such information or materials will
7 be considered by members; and (ii) delivering to those members who are
8 eligible to vote a notification, either in a meeting notice authorized
9 under this chapter or in such other reasonable form as the board of
10 directors may specify, setting forth the address of the electronic
11 network at which and the date after which such information or materials
12 will be posted and available for viewing by members eligible to vote,
13 together with comprehensible instructions regarding how to obtain
14 access to the information and materials posted on the electronic
15 network. A consumer cooperative that elects to post information or
16 materials required by this chapter on an electronic network shall, at
17 its expense, provide a copy of such information or materials in a
18 written or other tangible medium to any member who is eligible to vote
19 and so requests.

20 (c) The articles of incorporation or bylaws of a consumer
21 cooperative organized under this chapter may provide that the annual
22 meeting of its members need not involve a physical assembly at a
23 particular geographic location if the meeting is held by means of
24 electronic or other remote communications with its members, in a
25 fashion that its board of directors determines will afford members a
26 reasonable opportunity to read or hear the proceedings substantially
27 concurrently with their occurrence, to vote by electronic transmission
28 on matters submitted to a vote by members, and to pose questions of and
29 make comments to management, subject to such procedural guidelines and
30 limitations as its board of directors may adopt. Members participating
31 in an annual meeting by means of electronic or other remote
32 communications technology in accordance with any such procedural
33 guidelines and limitations shall be deemed present at the meeting for
34 all purposes under this chapter. For any annual meeting of members
35 that is conducted by means of electronic or other remote communications
36 without a physical assembly at a geographic location, the address of
37 the electronic network or other communications site or connection

1 specified in the notice of the meeting shall be deemed to be the place
2 of the meeting.

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