

**CHAPTER 6****BYLAWS AND VOTING****§601. Bylaws**

The initial bylaws of a corporation shall be adopted by its incorporators or its board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the bylaws. The bylaws may contain any provisions for the regulation and management of the activities of a corporation not inconsistent with law or the articles of incorporation. [PL 1979, c. 127, §100 (AMD).]

**SECTION HISTORY**

PL 1977, c. 525, §13 (NEW). PL 1979, c. 127, §100 (AMD).

**§602. Meetings of members**

**1. Where held; remote communication.** Meetings of members, if any, may be held at such place, either within or without this State, as may be provided in the bylaws or at such place reasonably convenient to members, as determined by the board of directors. In the absence of any such provision, all meetings must be held at the registered office of the corporation in this State or, in the discretion of the board of directors, a meeting may be held entirely through means of remote communication without a specific site for the meeting or partially through means of remote communication with those members attending in person at the location provided in the meeting notice. The board of directors may, in its discretion, adopt guidelines and procedures authorizing members who are not physically present at a meeting of members to, by means of remote communication:

A. Participate in a meeting of members; and [PL 2021, c. 304, §1 (NEW).]

B. Be deemed present in person for quorum purposes and vote at a meeting of members, whether such meeting is to be held at a designated place or entirely or partially through means of remote communication, only if:

(1) The corporation has implemented reasonable measures to verify each person participating remotely is a member or proxy holder of a member;

(2) The corporation has implemented procedures to accommodate remote communication; and

(3) If any member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action is maintained by the corporation. [PL 2021, c. 304, §1 (NEW).]

For the purposes of this chapter, "remote communication" means reasonable measures that provide the members or their proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting, substantially concurrently with the proceedings, when not attending in person.

[PL 2021, c. 304, §1 (AMD).]

**2. Annual meetings.** A meeting shall be held annually at such time as may be provided in the articles of incorporation or bylaws. If there shall be a failure, for whatever reason, to hold the annual meeting for a period of 30 days after the date for such meeting specified in the bylaws or articles of incorporation, or if no date has been specified, for a period of 13 months after the organization of the corporation or after its last annual meeting, a substitute annual meeting may be called by any person or persons entitled to call a special meeting of the members.

[PL 1977, c. 525, §13 (NEW).]

**3. Special meetings.** Special meetings of the members may be called by the president or by the board of directors. Special meetings of the members may also be called by such other officers or persons or number or proportion of members as may be provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be called by members having 1/20th of the votes entitled to be cast at such meeting.

[PL 1977, c. 525, §13 (NEW).]

#### SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 2021, c. 304, §1 (AMD).

#### §603. Notice of members' meetings

**1. Written notice of meetings.** Unless otherwise provided in the articles of incorporation or the bylaws, written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the president or the secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

[PL 1977, c. 525, §13 (NEW).]

**2. Affidavit of designated officer prima facie evidence of facts stated therein.** An affidavit of the officer designated under subsection 1, or of such other person who gave notice as required by this section, that such notice has been given shall in the absence of fraud be prima facie evidence of the facts stated therein.

[PL 1977, c. 525, §13 (NEW).]

**3. Notice of adjourned meeting.** When a meeting is adjourned, for whatever reason, for 30 days or more, notice of the adjourned meeting must be given as provided by this section. Notice of a meeting adjourned for less than 30 days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the corporation may transact any business that might have been transacted at the meeting at which the adjournment was taken.

[RR 1991, c. 2, §45 (COR).]

#### SECTION HISTORY

PL 1977, c. 525, §13 (NEW). RR 1991, c. 2, §45 (COR).

#### §604. Voting

**1. Members entitled to vote.** The right of the members or any class or classes of members to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of members.

[PL 1977, c. 525, §13 (NEW).]

**2. Members to vote in person or by proxy; validity.** A member entitled to vote may vote in person or, unless the articles of incorporation or the bylaws otherwise provide, may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. A proxy is not valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Where directors or officers are to be elected by members, the bylaws may provide that such elections may be conducted by mail or by electronic transmission.

[PL 2019, c. 200, §1 (AMD).]

**3. Cumulative voting for directors not permitted.** The articles of incorporation or the bylaws shall not permit cumulative voting for directors. Any provision purporting to permit cumulative voting shall be void.

[PL 1977, c. 525, §13 (NEW).]

**4. Corporations with no right to vote.** If a corporation has no members or its members have no right to vote, the directors shall have the sole voting power.

[PL 1977, c. 525, §13 (NEW).]

**5. Voting by electronic transmission; voting remotely.** The bylaws may provide, or the board of directors or members may determine, that some or all votes by members, as well as actions taken in accordance with section 606, may be conducted by electronic transmission under procedures established by the corporation. If the board of directors adopts guidelines and procedures under section 602, subsection 1 authorizing members to vote by means of remote communication, votes may be conducted remotely. A vote conducted by electronic transmission or remotely must be filed with the minutes of members' meetings and has the same effect as an in-person vote or a vote by proxy, and votes conducted remotely must be counted for quorum purposes.

[PL 2021, c. 304, §2 (AMD).]

#### SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 2019, c. 200, §§1, 2 (AMD). PL 2021, c. 304, §2 (AMD).

#### §605. Quorum

**1. Members entitled to vote.** The bylaws may provide the number or percentage of members entitled to vote represented in person or by proxy, or the number or percentage of votes represented in person or by proxy, which shall constitute a quorum at a meeting of members. In the absence of any such provision, members holding 1/10 of the votes entitled to be cast on the matter to be voted upon represented in person or by proxy shall constitute a quorum. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by this Act, the articles of incorporation or the bylaws.

[PL 1977, c. 525, §13 (NEW).]

**2. Meeting with less than a quorum.** The members present at a duly called or held meeting at which a quorum was once present may continue to do business at the meeting or at any adjournment thereof, notwithstanding the withdrawal of enough members to leave less than a quorum.

[PL 1977, c. 525, §13 (NEW).]

#### SECTION HISTORY

PL 1977, c. 525, §13 (NEW).

#### §606. Unanimous action by members without a meeting

Any action required or permitted under this Act to be taken at a meeting of the members may be taken without a meeting if written consents, setting forth the action so taken, are signed by all the members entitled to vote on such action and are filed with the clerk of the corporation as part of the corporate records. Such written consents shall have the same effect as a unanimous vote of the members and may be stated as such in any certificate or document required or permitted to be filed with the Secretary of State, and in any certificate or document prepared or certified by any officer of the corporation for any purpose. [PL 1977, c. 525, §13 (NEW).]

#### SECTION HISTORY

PL 1977, c. 525, §13 (NEW).

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