

§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).

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