

SUBSTITUTE FOR  
SENATE BILL NO. 123

A bill to amend 1982 PA 162, entitled  
"Nonprofit corporation act,"  
by amending sections 106, 133, 141, 143, 151, 404, 405, 407, 413,  
421, 441, 446, 451, 521, 525, 901, 1103, and 1144 (MCL 450.2106,  
450.2133, 450.2141, 450.2143, 450.2151, 450.2404, 450.2405,  
450.2407, 450.2413, 450.2421, 450.2441, 450.2446, 450.2451,  
450.2521, 450.2525, 450.2901, 450.3103, and 450.3144), sections  
1103 and 1144 as added by 1984 PA 209, and by adding section 406a.

**THE PEOPLE OF THE STATE OF MICHIGAN ENACT:**

1           Sec. 106. (1) "Corporation" or "domestic corporation" means a  
2 nonprofit corporation.

3           (2) "Director" means an individual who is a member of the  
4 board of a corporation. ~~, and shall be construed to be~~ **THE TERM IS**  
5 synonymous with "trustee" **OF A CORPORATION** or other similar

1 designation.

2 (3) "ELECTRONIC TRANSMISSION" OR "ELECTRONICALLY TRANSMITTED"  
3 MEANS ANY FORM OF COMMUNICATION THAT MEETS ALL OF THE FOLLOWING:

4 (A) IT DOES NOT DIRECTLY INVOLVE THE PHYSICAL TRANSMISSION OF  
5 PAPER.

6 (B) IT CREATES A RECORD THAT MAY BE RETAINED AND RETRIEVED BY  
7 THE RECIPIENT.

8 (C) IT MAY BE DIRECTLY REPRODUCED IN PAPER FORM BY THE  
9 RECIPIENT THROUGH AN AUTOMATED PROCESS.

10 Sec. 133. If a document relating to a domestic or foreign  
11 corporation filed with the administrator under this act is an  
12 inaccurate record of the corporation action referred to in the  
13 document or was defectively or erroneously executed, **OR THE**  
14 **DOCUMENT WAS ELECTRONICALLY TRANSMITTED AND THE ELECTRONIC**  
15 **TRANSMISSION WAS DEFECTIVE,** the document may be corrected by filing  
16 with the administrator a certificate of correction on behalf of the  
17 corporation. A certificate entitled "certificate of correction of.  
18 .. (correct title of document and name of corporation)" shall be  
19 signed as provided in this act with respect to the document being  
20 corrected and filed with the administrator. The certificate shall  
21 set forth the name of the corporation, the date the document to be  
22 corrected was filed by the administrator, the provision in the  
23 document as corrected or eliminated, and if the execution was  
24 defective, the proper execution. The corrected document is  
25 effective in its corrected form as of its original filing date  
26 except as to a person who relied upon the inaccurate portion of the  
27 document and was, as a result of the inaccurate portion of the

1 document, adversely affected by the correction.

2       Sec. 141. When, under this act or the articles of  
3 incorporation or bylaws of a corporation or by the terms of an  
4 agreement or instrument, a corporation or the board or any  
5 committee ~~thereof~~ **OF THE BOARD** may take action after notice to any  
6 person or after lapse of a prescribed period of time, the action  
7 may be taken without notice and without lapse of the period of  
8 time, if at any time before or after the action is completed the  
9 person entitled to notice or to participate in the action to be  
10 taken or, in case of a shareholder or member, by the shareholder or  
11 member's attorney-in-fact, submits a signed waiver ~~of such~~ **OR A**  
12 **WAIVER BY ELECTRONIC TRANSMISSION OF THE** requirements.

13       Sec. 143. (1) When a notice or communication is required or  
14 permitted by this act to be given by mail, it shall be mailed,  
15 except as otherwise provided in this act, to the person to whom it  
16 is directed at the address designated by that person for that  
17 purpose or, if none is designated, at that person's last known  
18 address. The notice or communication is given when deposited, with  
19 postage prepaid, in a post office or official depository under the  
20 exclusive care and custody of the United States postal service. The  
21 mailing shall be registered, certified, or other first class mail  
22 except where otherwise provided in this act.

23       (2) **WHEN A NOTICE IS REQUIRED OR PERMITTED BY THIS ACT TO BE**  
24 **GIVEN IN WRITING, ELECTRONIC TRANSMISSION IS WRITTEN NOTICE.**

25       (3) **WHEN A NOTICE OR COMMUNICATION IS PERMITTED BY THIS ACT TO**  
26 **BE TRANSMITTED ELECTRONICALLY, THE NOTICE OR COMMUNICATION IS GIVEN**  
27 **WHEN ELECTRONICALLY TRANSMITTED TO THE PERSON ENTITLED TO THE**

1 **NOTICE OR COMMUNICATION IN A MANNER AUTHORIZED BY THE PERSON.**

2       Sec. 151. (1) If the administrator ~~fails~~**REFUSES TO** promptly  
3 ~~to~~ file a document, other than an annual report, submitted for  
4 filing under this act, the administrator shall ~~within~~ **within** 10 days  
5 after receipt from the person submitting the document for filing of  
6 a written request for the filing of the document ~~give~~ **give** written  
7 notice of the refusal to file **THE DOCUMENT** to that person,  
8 specifying the reasons for the ~~failure~~**REFUSAL** to file the  
9 document. ~~From the disapproval the person may seek judicial review~~  
10 ~~pursuant to sections 103, 104, and 106 of Act No. 306 of the Public~~  
11 ~~Acts of 1969, as amended, being sections 24.303, 24.304, and 24.306~~  
12 ~~of the Michigan Compiled Laws.~~ **IF THE DOCUMENT WAS NOT ORIGINALLY**  
13 **SUBMITTED BY ELECTRONIC TRANSMISSION, THE ADMINISTRATOR SHALL NOT**  
14 **GIVE THE WRITTEN NOTICE BY ELECTRONIC TRANSMISSION. THE PERSON MAY**  
15 **SEEK JUDICIAL REVIEW OF THE REFUSAL TO FILE THE DOCUMENT PURSUANT**  
16 **TO SECTIONS 103, 104, AND 106 OF THE ADMINISTRATIVE PROCEDURES ACT**  
17 **OF 1969, 1969 PA 306, MCL 24.303, 24.304, AND 24.306.**

18       (2) If the administrator refuses or revokes the authorization  
19 of a foreign corporation to conduct affairs in this state pursuant  
20 to this act, the foreign corporation may seek judicial review  
21 pursuant to sections 103, 104, and 106 of ~~Act No. 306 of the Public~~  
22 ~~Acts of 1969, as amended~~ **THE ADMINISTRATIVE PROCEDURES ACT OF 1969,**  
23 **1969 PA 306, MCL 24.303, 24.304, AND 24.306.**

24       Sec. 404. (1) Except as otherwise provided in this act,  
25 ~~written~~ notice of the time, place, **IF ANY**, and purposes of a  
26 meeting of shareholders or members shall be given **IN ANY OF THE**  
27 **FOLLOWING MANNERS:**

1           (A) **BY WRITTEN NOTICE, GIVEN PERSONALLY, BY MAIL, OR BY**  
2 **ELECTRONIC TRANSMISSION**, not less than 10 nor more than 60 days  
3 before the date of the meeting ~~, either personally or by mail, to~~  
4 each shareholder or member of record entitled to vote at the  
5 meeting. ~~, or may be included by being~~

6           (B) **BY INCLUDING THE NOTICE**, prominently displayed, in a  
7 newspaper or other periodical regularly published at least  
8 semiannually by or in behalf of the corporation and **ADDRESSED AND**  
9 ~~mailed, at postage rates complying with the regulations of the~~  
10 ~~United States postal service addressed~~ **PREPAID**, to a member or  
11 shareholder entitled to vote at the meeting not less than 10 nor  
12 more than 60 days before the meeting.

13           (2) ~~When~~ **IF** a meeting is adjourned to another time or place,  
14 it is not necessary, unless the bylaws otherwise provide, to give  
15 notice of the adjourned meeting if the time and place to which the  
16 meeting is adjourned are announced at the meeting at which the  
17 adjournment is taken. ~~and at~~ **AT** the adjourned meeting, only ~~such~~  
18 ~~business is transacted as~~ **THAT** might have been transacted at the  
19 original meeting **MAY BE TRANSACTED IF A NOTICE OF THE ADJOURNED**  
20 **MEETING IS NOT GIVEN**. ~~However, if~~ **IF** after the adjournment the  
21 board fixes a new record date for the adjourned meeting, a notice  
22 of the adjourned meeting shall be given to each shareholder or  
23 member of record on the new record date entitled to notice under  
24 subsection (1).

25           (3) Attendance of a person at a meeting of shareholders or  
26 members, in person or by proxy, constitutes a waiver of **OBJECTION**  
27 **TO LACK OF NOTICE OR DEFECTIVE** notice of the meeting, ~~except when~~

Senate Bill No. 123 as amended April 18, 2007  
 as amended February 14, 2008

1 ~~UNLESS~~ the shareholder or member attends a meeting for the express  
 2 purpose of objecting, at the beginning of ~~AT THE BEGINNING OF THE~~  
 3 ~~MEETING OBJECTS TO HOLDING~~ the meeting, ~~to the transaction of any~~  
 4 ~~OR TRANSACTING~~ business because ~~AT~~ the meeting. ~~is not lawfully~~  
 5 ~~called or convened.~~

6 (4) IF A SHAREHOLDER OR MEMBER IS PERMITTED TO PARTICIPATE IN  
 7 AND VOTE AT A MEETING BY REMOTE COMMUNICATION UNDER SECTION 405,  
 8 THE NOTICE DESCRIBED IN SUBSECTION (1) SHALL INCLUDE A DESCRIPTION  
 9 OF THE MEANS OF REMOTE COMMUNICATION BY WHICH A SHAREHOLDER OR  
 10 MEMBER MAY PARTICIPATE.

11 Sec. 405. (1) A corporation may provide in its articles of  
 12 incorporation or in its bylaws for a shareholder's or member's  
 13 participation in a meeting of shareholders or members by a  
 14 conference telephone or ~~similar communications equipment~~ **OTHER**  
 15 **MEANS OF REMOTE COMMUNICATION** by which all persons participating in  
 16 the meeting may hear each other if all participants are advised of  
 17 the ~~communications equipment~~ **MEANS OF REMOTE COMMUNICATION IN USE**  
 18 and the names of the participants in the ~~conference~~ **MEETING** are  
 19 divulged to all participants.

20 (2) Participation in a meeting pursuant to this section  
 21 constitutes presence in person at the meeting.

22 (3) UNLESS OTHERWISE RESTRICTED BY **[ANY PROVISIONS OF]** THE ARTICLES  
 23 **OF** INCORPORATION OR BYLAWS, THE BOARD OF DIRECTORS MAY HOLD A MEETING  
 24 OF SHAREHOLDERS OR MEMBERS CONDUCTED SOLELY BY MEANS OF REMOTE  
 25 COMMUNICATION.

26 (4) SUBJECT TO ANY GUIDELINES AND PROCEDURES ADOPTED BY THE  
 27 BOARD OF DIRECTORS, SHAREHOLDERS **<<OR>>** MEMBERS NOT PHYSICALLY PRESENT

Senate Bill No. 123 as amended April 18, 2007  
as amended February 14, 2008

1 AT A MEETING OF SHAREHOLDERS <<OR MEMBERS>> MAY PARTICIPATE IN THE  
MEETING BY

2 MEANS OF REMOTE COMMUNICATION AND ARE CONSIDERED PRESENT IN PERSON  
3 AND MAY VOTE AT THE MEETING IF ALL OF THE FOLLOWING ARE MET:

4 (A) THE CORPORATION IMPLEMENTS REASONABLE MEASURES TO VERIFY  
5 THAT EACH PERSON CONSIDERED PRESENT AND PERMITTED TO VOTE AT THE  
6 MEETING BY MEANS OF REMOTE COMMUNICATION IS A SHAREHOLDER OR  
7 MEMBER.

8 (B) THE CORPORATION IMPLEMENTS REASONABLE MEASURES TO PROVIDE  
9 EACH SHAREHOLDER [OR] MEMBER A REASONABLE OPPORTUNITY TO PARTICIPATE  
10 IN THE MEETING AND TO VOTE ON MATTERS SUBMITTED TO THE SHAREHOLDERS  
11 OR MEMBERS, INCLUDING AN OPPORTUNITY TO READ OR HEAR THE  
12 PROCEEDINGS OF THE MEETING SUBSTANTIALLY CONCURRENTLY WITH THE  
13 PROCEEDINGS.

14 (C) IF ANY SHAREHOLDER OR MEMBER VOTES OR TAKES OTHER ACTION  
15 AT THE MEETING BY MEANS OF REMOTE COMMUNICATION, A RECORD OF THE  
16 VOTE OR OTHER ACTION IS MAINTAINED BY THE CORPORATION.

17 (D) A SHAREHOLDER OR MEMBER MAY BE PRESENT AND VOTE AT AN  
18 ADJOURNED MEETING OF THE SHAREHOLDERS OR MEMBERS BY A MEANS OF  
19 REMOTE COMMUNICATION IF HE OR SHE WAS PERMITTED TO BE PRESENT AND  
20 VOTE BY THAT MEANS OF REMOTE COMMUNICATION IN THE ORIGINAL MEETING  
21 NOTICE GIVEN UNDER SECTION 404.

22 SEC. 406A. IN ADDITION TO ANY OTHER FORM OF NOTICE TO A  
23 SHAREHOLDER OR MEMBER PERMITTED BY THE ARTICLES OF INCORPORATION,  
24 THE BYLAWS, OR THIS CHAPTER, ANY NOTICE GIVEN TO A SHAREHOLDER OR  
25 MEMBER BY A FORM OF ELECTRONIC TRANSMISSION TO WHICH THE  
26 SHAREHOLDER OR MEMBER HAS CONSENTED IS EFFECTIVE.

27 Sec. 407. (1) The articles of incorporation may provide that

1 any action required or permitted by this act to be taken at an  
2 annual or special meeting of shareholders or members may be taken  
3 without a meeting, without prior notice, and without a vote, if a  
4 ~~consent~~ **CONSENTS** in writing, setting forth the action ~~so~~-taken, ~~is~~  
5 **ARE** signed **AND DATED** by the holders of outstanding stock or members  
6 having not less than the minimum number of votes that would be  
7 necessary to authorize or take the action at a meeting at which all  
8 shares or members entitled to vote ~~thereon~~ **ON THE ACTION** were  
9 present and voted. Prompt notice of the taking of the corporate  
10 action without a meeting by less than unanimous written consent  
11 shall be given to shareholders or members who have not consented in  
12 writing.

13 (2) If ~~the~~ **AN** action consented to **UNDER THIS SECTION** would  
14 have required filing of a certificate under any other section of  
15 this act, ~~if such~~ **THE** action had been voted upon by shareholders  
16 or members at a meeting ~~thereof~~ **OF THE SHAREHOLDERS OR MEMBERS**, the  
17 certificate filed under ~~such~~ **THAT** other section shall state, in  
18 lieu of any statement required by that section concerning a vote of  
19 shareholders or members, that both written consent and written  
20 notice have been given as provided in this section.

21 (3) Any action required or permitted by this act to be taken  
22 at an annual or special meeting of shareholders or members may be  
23 taken without a meeting, without prior notice, and without a vote,  
24 if all the shareholders or members entitled to vote ~~thereon~~ **ON THE**  
25 **ACTION** consent ~~thereto~~ **TO THE ACTION** in writing.

26 (4) **AN ELECTRONIC TRANSMISSION CONSENTING TO AN ACTION**  
27 **TRANSMITTED BY A SHAREHOLDER OR MEMBER, OR BY A PERSON AUTHORIZED**



1 TO ACT FOR THE SHAREHOLDER OR MEMBER, IS WRITTEN, SIGNED, AND DATED  
2 FOR THE PURPOSES OF THIS SECTION IF THE ELECTRONIC TRANSMISSION IS  
3 DELIVERED WITH INFORMATION FROM WHICH THE CORPORATION CAN DETERMINE  
4 THAT THE ELECTRONIC TRANSMISSION WAS TRANSMITTED BY THE SHAREHOLDER  
5 OR MEMBER, OR BY A PERSON AUTHORIZED TO ACT FOR THE SHAREHOLDER OR  
6 MEMBER, AND THE DATE ON WHICH THE ELECTRONIC TRANSMISSION WAS  
7 TRANSMITTED. THE DATE ON WHICH AN ELECTRONIC TRANSMISSION IS  
8 TRANSMITTED IS THE DATE ON WHICH THE CONSENT WAS SIGNED FOR  
9 PURPOSES OF THIS SECTION. A CONSENT GIVEN BY ELECTRONIC  
10 TRANSMISSION IS NOT DELIVERED UNTIL REPRODUCED IN PAPER FORM AND  
11 THE PAPER FORM DELIVERED TO THE CORPORATION BY DELIVERY TO ITS  
12 REGISTERED OFFICE IN THIS STATE, ITS PRINCIPAL OFFICE IN THIS  
13 STATE, OR AN OFFICER OR AGENT OF THE CORPORATION HAVING CUSTODY OF  
14 THE BOOK IN WHICH PROCEEDINGS OF MEETINGS OF SHAREHOLDERS OR  
15 MEMBERS ARE RECORDED. DELIVERY TO A CORPORATION'S REGISTERED OFFICE  
16 SHALL BE MADE BY HAND OR BY CERTIFIED OR REGISTERED MAIL, RETURN  
17 RECEIPT REQUESTED. DELIVERY TO A CORPORATION'S PRINCIPAL OFFICE IN  
18 THIS STATE OR TO AN OFFICER OR AGENT OF THE CORPORATION HAVING  
19 CUSTODY OF THE BOOK IN WHICH PROCEEDINGS OF MEETINGS OF  
20 SHAREHOLDERS OR MEMBERS ARE RECORDED SHALL BE MADE BY HAND, BY  
21 CERTIFIED OR REGISTERED MAIL, RETURN RECEIPT REQUESTED, OR IN ANY  
22 OTHER MANNER PROVIDED IN THE ARTICLES OF INCORPORATION OR BYLAWS OR  
23 BY RESOLUTION OF THE BOARD OF THE CORPORATION.

24       Sec. 413. (1) The officer or agent having charge of the  
25 shareholder or membership records of a corporation shall make and  
26 certify a complete list of the shareholders or members entitled to  
27 vote at a shareholders' or members' meeting or any adjournment

1 ~~thereof~~ **ADJOURNED SHAREHOLDERS' OR MEMBERS' MEETING**. The list shall  
2 **MEET ALL OF THE FOLLOWING:**

3 (a) Be arranged alphabetically within each class with the  
4 address of each member or shareholder and the number of shares held  
5 by each shareholder.

6 (b) Be produced at the time and place of the meeting.

7 (c) Be ~~subject~~ **OPEN** to ~~inspection~~ **EXAMINATION** by any  
8 shareholder or member during the ~~whole time of the~~ **ENTIRE** meeting.  
9 **IF THE MEETING IS HELD SOLELY BY MEANS OF REMOTE COMMUNICATION,**  
10 **THEN THE LIST SHALL BE OPEN TO THE EXAMINATION OF ANY SHAREHOLDER**  
11 **OR MEMBER DURING THE ENTIRE MEETING BY POSTING THE LIST ON A**  
12 **REASONABLY ACCESSIBLE ELECTRONIC NETWORK, AND THE INFORMATION**  
13 **REQUIRED TO ACCESS THE LIST SHALL BE PROVIDED WITH THE NOTICE OF**  
14 **THE MEETING.**

15 (d) Be prima facie evidence as to who are the shareholders or  
16 members entitled to examine the list or to vote at the meeting.

17 (2) If the requirements of this section have not been complied  
18 with, ~~on demand of~~ **AND** a shareholder or member **PRESENT** in person or  
19 by proxy, ~~who~~ in good faith challenges the existence of sufficient  
20 votes to carry any action at the meeting, the meeting shall be  
21 adjourned until the requirements are complied with. Failure to  
22 comply with the requirements of this section does not affect the  
23 validity of an action taken at the meeting before the making of  
24 ~~such a demand~~ **CHALLENGE UNDER THIS SUBSECTION.**

25 Sec. 421. (1) Except as otherwise provided in the articles of  
26 incorporation or in a bylaw adopted by the shareholders or members,  
27 a shareholder or member entitled to vote at a meeting of

1 shareholders or members or to express consent or dissent without a  
2 meeting may authorize other persons to act for the shareholder or  
3 member by proxy.

4 (2) A proxy shall be signed by the shareholder or member or an  
5 authorized agent or representative. A proxy is not valid after the  
6 expiration of 3 years from its date unless otherwise provided in  
7 the proxy.

8 (3) A proxy is revocable at the pleasure of the shareholder or  
9 member executing it, except as otherwise provided in this section  
10 and sections 422 and 423.

11 (4) The authority of the holder of a proxy to act is not  
12 revoked by the incompetence or death of the shareholder or member  
13 who executed the proxy unless, before the authority is exercised,  
14 written notice of an adjudication of the incompetence or death is  
15 received by the corporate officer responsible for maintaining the  
16 list of shareholders or members.

17 (5) WITHOUT LIMITING THE MANNER IN WHICH A SHAREHOLDER OR  
18 MEMBER MAY AUTHORIZE ANOTHER PERSON OR PERSONS TO ACT FOR HIM OR  
19 HER AS PROXY UNDER SUBSECTION (1), EACH OF THE FOLLOWING METHODS  
20 CONSTITUTE A VALID MEANS BY WHICH A SHAREHOLDER OR MEMBER MAY GRANT  
21 AUTHORITY TO ANOTHER PERSON TO ACT AS PROXY:

22 (A) DELIVERING A WRITING TO THE PERSON AUTHORIZING THAT PERSON  
23 TO ACT FOR THE SHAREHOLDER OR MEMBER AS PROXY, EXECUTED BY THE  
24 SHAREHOLDER OR MEMBER, OR BY AN AUTHORIZED OFFICER, DIRECTOR,  
25 EMPLOYEE, OR AGENT OF THE SHAREHOLDER OR MEMBER, BY SIGNING THE  
26 WRITING OR CAUSING HIS OR HER SIGNATURE TO BE AFFIXED TO THE  
27 WRITING BY ANY REASONABLE MEANS, INCLUDING, BUT NOT LIMITED TO,

1 FACSIMILE SIGNATURE.

2 (B) TRANSMITTING OR AUTHORIZING THE TRANSMISSION OF A  
3 TELEGRAM, CABLEGRAM, OR OTHER MEANS OF ELECTRONIC TRANSMISSION TO  
4 THE PERSON WHO WILL HOLD THE PROXY OR TO A PROXY SOLICITATION FIRM,  
5 PROXY SUPPORT SERVICE ORGANIZATION, OR SIMILAR AGENT FULLY  
6 AUTHORIZED BY THE PERSON WHO WILL HOLD THE PROXY TO RECEIVE THAT  
7 TRANSMISSION. ANY TELEGRAM, CABLEGRAM, OR OTHER MEANS OF ELECTRONIC  
8 TRANSMISSION MUST EITHER SET FORTH OR BE SUBMITTED WITH INFORMATION  
9 FROM WHICH IT CAN BE DETERMINED THAT THE TELEGRAM, CABLEGRAM, OR  
10 OTHER ELECTRONIC TRANSMISSION WAS AUTHORIZED BY THE SHAREHOLDER OR  
11 MEMBER. IF A TELEGRAM, CABLEGRAM, OR OTHER ELECTRONIC TRANSMISSION  
12 IS DETERMINED TO BE VALID, THE INSPECTORS OR, IF THERE ARE NO  
13 INSPECTORS, THE PERSONS MAKING THE DETERMINATION SHALL SPECIFY THE  
14 INFORMATION UPON WHICH THEY RELIED.

15 (6) A COPY, FACSIMILE TELECOMMUNICATION, OR OTHER RELIABLE  
16 REPRODUCTION OF THE WRITING OR TRANSMISSION CREATED UNDER  
17 SUBSECTION (5) MAY BE SUBSTITUTED OR USED IN LIEU OF THE ORIGINAL  
18 WRITING OR TRANSMISSION FOR ANY PURPOSE FOR WHICH THE ORIGINAL  
19 WRITING OR TRANSMISSION COULD BE USED, IF THE COPY, FACSIMILE  
20 TELECOMMUNICATION, OR OTHER REPRODUCTION IS A COMPLETE REPRODUCTION  
21 OF THE ENTIRE ORIGINAL WRITING OR TRANSMISSION.

22 Sec. 441. (1) Each outstanding share or member is entitled to  
23 1 vote on each matter submitted to a vote, unless otherwise  
24 provided pursuant to section 303 or 304. A vote may be cast either  
25 orally or in writing, unless otherwise provided in the bylaws. IN  
26 ADDITION, THE BYLAWS MAY PROVIDE FOR VOTING BY ELECTRONIC  
27 TRANSMISSION.

1           (2) When an action, other than the election of directors, is  
2 to be taken by vote of the shareholders or members, it shall be  
3 authorized by a majority of the votes cast by the holders of shares  
4 or members entitled to vote ~~thereon~~ **ON THAT ACTION**, unless a  
5 greater plurality is required by the articles of incorporation or  
6 another section of this act. Except as otherwise provided by the  
7 articles, directors shall be elected by a plurality of the votes  
8 cast at an election.

9           Sec. 446. The vote of shares or a membership held by 2 or more  
10 persons as joint tenants or as tenants in common may be cast or  
11 voted at a meeting of shareholders or members by any of ~~such~~ **THOSE**  
12 persons, unless another joint tenant or tenant in common seeks to  
13 vote in person or by proxy. In the latter event, the written  
14 agreement, if any, which governs the manner in which the shares or  
15 membership shall be voted, controls if presented at the meeting,  
16 **EITHER PHYSICALLY OR BY MEANS OF ELECTRONIC TRANSMISSION**. If ~~no~~  
17 ~~such~~ **THE** agreement is **NOT** presented at the meeting, the majority in  
18 interest of the joint ~~tenant~~ **TENANTS** or tenants in common present  
19 shall control the manner of voting. In the case of a stock  
20 corporation, if there is no ~~such~~ majority **IN INTEREST OF THE JOINT**  
21 **TENANTS OR TENANTS IN COMMON PRESENT**, the shares, for the purpose  
22 of voting, shall be divided among ~~such~~ **THOSE** joint tenants or  
23 tenants in common in accordance with their interest in the shares.

24           Sec. 451. The articles of incorporation may provide that a  
25 shareholder or member entitled to vote at an election for directors  
26 may vote, in person, ~~or~~ by proxy, **OR BY ELECTRONIC TRANSMISSION**,  
27 for as many persons as there are directors to be elected and for

1 whose election the shareholder or member has a right to vote, or to  
2 cumulate votes by giving 1 candidate as many votes as the number of  
3 ~~such~~**THOSE** directors multiplied by the number of shares held by the  
4 shareholder or member, or by distributing the votes of the  
5 shareholder or member on the same principle among any number of the  
6 candidates.

7       Sec. 521. (1) Regular or special meetings of a board may be  
8 held either ~~within or without~~**IN OR OUTSIDE OF** this state.

9       (2) A regular meeting may be held with or without notice as  
10 prescribed in the bylaws. A special meeting shall be held upon  
11 notice as prescribed in the bylaws. Attendance of a director at a  
12 meeting constitutes a waiver of notice of the meeting, except where  
13 a director attends a meeting for the express purpose of objecting  
14 to the transaction of any business because the meeting is not  
15 lawfully called or convened. Neither the business to be transacted  
16 at, nor the purpose of, a regular or special meeting need be  
17 specified in the notice or waiver of notice of the meeting unless  
18 required by the bylaws.

19       (3) Unless otherwise restricted by the articles of  
20 incorporation or bylaws, a member of the board or of a committee  
21 designated by the board may participate in a meeting by means of  
22 conference telephone or ~~similar communications equipment~~**OTHER**  
23 **MEANS OF REMOTE COMMUNICATION** by ~~means of~~ which all persons  
24 participating in the meeting can ~~hear~~**COMMUNICATE WITH** each other.  
25 Participation in a meeting pursuant to this subsection constitutes  
26 presence in person at the meeting.

27       Sec. 525. Unless ~~otherwise provided~~**PROHIBITED** by the articles

1 of incorporation or bylaws, action required or permitted to be  
2 taken ~~pursuant to~~ **UNDER** authorization voted at a meeting of the  
3 board or a committee ~~thereof~~ **OF THE BOARD** may be taken without a  
4 meeting if, before or after the action, all members of the board  
5 **THEN IN OFFICE** or of the committee consent ~~thereto~~ **TO THE ACTION** in  
6 writing **OR BY ELECTRONIC TRANSMISSION**. The written consents shall  
7 be filed with the minutes of the proceedings of the board or  
8 committee. The consent has the same effect as a vote of the board  
9 or committee for all purposes.

10       Sec. 901. (1) Each domestic corporation at least once in each  
11 year shall cause a report of the corporation for the preceding  
12 fiscal year to be made and distributed to each shareholder or  
13 member thereof or presented at the annual meeting of shareholders  
14 or members, or, if the corporation is organized upon a directorship  
15 basis, at the annual meeting of the board. The report shall include  
16 the corporation's year-end statement of assets and liabilities,  
17 including trust funds, and the principal change in assets and  
18 liabilities during the year preceding the date of the report and,  
19 if prepared by the corporation, its source and application of funds  
20 and **ANY** other ~~such~~ information ~~as may be~~ required by this act.

21       **(2) A CORPORATION MAY DISTRIBUTE THE FINANCIAL REPORT REQUIRED**  
22 **UNDER SUBSECTION (1) ELECTRONICALLY, EITHER BY ELECTRONIC**  
23 **TRANSMISSION OF THE REPORT OR BY MAKING THE REPORT AVAILABLE FOR**  
24 **ELECTRONIC TRANSMISSION. IF THE REPORT IS DISTRIBUTED**  
25 **ELECTRONICALLY UNDER THIS SUBSECTION, THE CORPORATION SHALL PROVIDE**  
26 **THE REPORT IN WRITTEN FORM TO A SHAREHOLDER OR MEMBER ON REQUEST.**

27       Sec. 1103. (1) "Consumer" means a natural person who acquires,

1 or commits to acquire in the future from the cooperative primarily  
2 for consumption, use, or occupancy by the person or the person's  
3 family, any of the goods, services, or facilities furnished by the  
4 cooperative.

5 (2) "Consumer cooperative" means a cooperative the majority of  
6 the votes of which are held by consumers, or, in the case of a  
7 cooperative which provides residential dwelling units, the majority  
8 of the votes of which are held by consumers and the majority of  
9 members of which do not have the right of possession or occupancy  
10 of dwelling units they do not occupy.

11 (3) "Cooperative" means a corporation organized on a  
12 cooperative basis or similar basis ~~which~~**THAT** is provided in law as  
13 a criterion for being a cooperative.

14 (4) "Cooperative basis" means:

15 (a) That, **SUBJECT TO SECTION 1133**, each member has 1 vote,  
16 except as provided in this chapter. ~~or, subject to section 1133.~~

17 (b) That the dividends, if any, paid on member capital do not  
18 exceed 8% per year.

19 (c) That the net savings are distributed as provided in  
20 section 1135.

21 (d) That business is engaged in for the mutual benefit of its  
22 members.

23 (5) **"ELECTRONIC TRANSMISSION" OR "ELECTRONICALLY TRANSMITTED"**  
24 **MEANS ANY FORM OF COMMUNICATION THAT MEETS ALL OF THE FOLLOWING:**

25 (A) **IT DOES NOT DIRECTLY INVOLVE THE PHYSICAL TRANSMISSION OF**  
26 **PAPER.**

27 (B) **IT CREATES A RECORD THAT MAY BE RETAINED AND RETRIEVED BY**



1 THE RECIPIENT.

2 (C) IT MAY BE DIRECTLY REPRODUCED IN PAPER FORM BY THE  
3 RECIPIENT THROUGH AN AUTOMATED PROCESS.

4 (6) ~~(5)~~—"Foreign cooperative" means a corporation organized  
5 under laws other than the laws of this state operating on a  
6 cooperative basis or a similar basis ~~which~~**THAT** is provided in ~~such~~  
7 **THOSE** other laws as a criterion for being a cooperative.

8 Sec. 1144. (1) Notwithstanding section 421, there shall be no  
9 proxies unless the articles **OF INCORPORATION** or bylaws ~~so provide,~~  
10 ~~in which case no~~ **AUTHORIZE USE OF PROXIES. IF THE ARTICLES OF**  
11 **INCORPORATION OR BYLAWS AUTHORIZE USE OF PROXIES, AN INDIVIDUAL MAY**  
12 **NOT VOTE** more than 5 proxies ~~may be voted by any 1 person at any~~  
13 meeting.

14 (2) The articles or bylaws may provide a method by which  
15 members may vote on matters submitted to a vote of members by mail  
16 ballot, ~~or~~ referendum, **OR ELECTRONIC TRANSMISSION.**