

MAINE STATE LEGISLATURE

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PL 11

L.D. 683

Date: 6/11/21

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MINORITY
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STATE OF MAINE
SENATE
130TH LEGISLATURE
FIRST SPECIAL SESSION

COMMITTEE AMENDMENT "B" to S.P. 271, L.D. 683, "An Act To Allow Maine Nonprofit Corporations To Hold Meetings Electronically"

Amend the bill by striking out everything after the enacting clause and inserting the following:

Sec. 1. 13-B MRSA §602, sub-§1, as enacted by PL 1977, c. 525, §13, is amended to read:

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 shall 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

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.

COMMITTEE AMENDMENT

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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.

A nonprofit corporation that receives public funds for any purpose may not conduct member meetings partially or entirely through the use of remote communication.

Sec. 2. 13-B MRSA §604, sub-§5, as enacted by PL 2019, c. 200, §2, is amended to read:

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. The members of a nonprofit corporation that receives public funds for any purpose may not vote remotely.'

Amend the bill by relettering or renumbering any nonconsecutive Part letter or section number to read consecutively.

SUMMARY

This amendment is the minority report of the committee. It differs from the majority report in that it prohibits nonprofit corporations that receive public funds from conducting meetings or voting using remote communication.

Current law provides that a meeting of members of a nonprofit corporation may be held at the location identified in the bylaws or, if no location is specified, at the registered office of the corporation in this State. This amendment authorizes the board of directors to hold a meeting in a place that is reasonably convenient to the members.

The bill authorizes the board of directors, in its sole discretion, to hold a meeting of the members entirely remotely. This amendment provides that the board of directors may establish meetings that are entirely remote or partially remote. The amendment also specifies that members participating remotely are counted for quorum purposes. It also defines "remote communication" as 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.

Current law already allows members of nonprofit corporations to vote by electronic transmission. The bill expands that to include voting by means of remote communication. The amendment clarifies that the remote votes must be counted for quorum purposes.

COMMITTEE AMENDMENT