§ 55-1-41. Notice.

(a) Notice under this Chapter shall be in writing unless oral notice is authorized in the corporation's articles of incorporation or bylaws and written notice is not specifically required by this Chapter.

(b) Notice may be communicated in person; by electronic means; or by mail or private carrier. If these forms of personal notice are impracticable as to one or more persons, notice may be communicated to those persons by publishing notice in a newspaper in the county where the corporation has its principal place of business in the State, or if it has no principal place of business in the State, the county where it has its registered office; or by radio, television, or other form of public broadcast communication.

(c) Written notice by a corporation to its shareholder is effective when deposited in the United States mail with postage prepaid and correctly addressed to the shareholder's address shown in the corporation's current record of shareholders. Unless the shareholder has previously notified the corporation in writing that the shareholder objects to receiving notices and other communications by email, any notice by a corporation may be delivered to its shareholder in the form of email to the email address shown in the corporation's current record of shareholders and is effective when it is sent as provided in G.S. 66-325. To the extent the corporation pursuant to G.S. 55-1-50 and the shareholder have agreed, and the shareholder has not provided notice of objection to the corporation, notice by a corporation to its shareholder may be delivered in the form of an electronic record sent by any other electronic means and is effective when it is sent as provided in G.S. 66-325. A shareholder may provide notice to the corporation of the shareholder's objection to receiving notices and other communications by email or other electronic means at any time on a prospective basis effective upon written notice to the corporation or upon such later date as may be specified in the notice.

(c1) A notice or other communication shall no longer be delivered to an email address or by other electronic means pursuant to subsection (c) of this section if (i) the corporation receives notice from the information processing system into which the notice or other communication was entered that two consecutive notices or other communications given by email or other electronic means have not been delivered as directed and (ii) the notice of non-delivery becomes known to the secretary, transfer agent, or another person responsible for the giving of notices or other communications for the corporation. The inadvertent failure to recognize the notice of non-delivery as a cessation of authority to provide a shareholder with notice by email or other electronic means shall not invalidate any meeting or other action.

(d) Written notice to a domestic or foreign corporation authorized to transact business in this State may be addressed to its registered agent at its registered office or to the corporation or its secretary at its principal office shown in its most recent annual report on file in the office of the Secretary of State or, in the case of a domestic or foreign corporation that has not yet filed an annual report, in its articles of incorporation or application for a certificate of authority, respectively.

(e) Except as provided in subsection (c) of this section, written notice is effective at the earliest of the following:

(1) When received.

(2) Five days after its deposit in the United States mail, as evidenced by the postmark or otherwise, if mailed with at least first-class postage prepaid and correctly addressed.

(3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

In the case of notice in the form of an electronic record sent by electronic means, the time of receipt shall be determined as provided in G.S. 66-325.

(f) Oral notice is effective when actually communicated to the person entitled thereto.

(g) If this Chapter prescribes notice requirements for particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe notice requirements not inconsistent with this section or other provisions of this Chapter, those requirements govern. (1989, c. 265, s. 1; 1993, c. 552, s. 5; 2001-387, s. 6; 2023-130, s. 1(b).)