§ 55-2-08. Forum selection provisions.

(a) The articles of incorporation or the bylaws may require that any or all internal corporate claims shall be brought exclusively in any specified court or courts of this State and, if so specified, in any additional courts in this State or in any other jurisdictions with which the corporation has a reasonable relationship.

(b) A provision of the articles of incorporation or bylaws adopted under subsection (a) of this section does not have the effect of conferring jurisdiction on any court or over any person or claim and does not apply if none of the courts specified by the provision has the requisite personal and subject matter jurisdiction. If the court or courts of this State specified in a provision adopted under subsection (a) of this section do not have the requisite personal and subject matter jurisdiction and another court of this State does have the requisite jurisdiction, then the internal corporate claim may be brought in the other court of this State, notwithstanding that the other court of this State is not specified in the provision. Additionally, the internal corporate claim may be brought in any other court specified in the provision that has the requisite jurisdiction.

(c) No provision of the articles of incorporation or the bylaws may prohibit bringing an internal corporate claim in the courts of this State or require the claims to be determined by arbitration.

(d) For the purposes of this section, "internal corporate claim" means any of the following:

(1) A claim that is based on a violation of a duty under the laws of this State by a current or former director, officer, or shareholder in such capacity.

(2) A derivative proceeding brought on behalf of the corporation.

(3) An action asserting a claim arising pursuant to any provision of this Chapter or the articles of incorporation or bylaws.

(4) An action asserting a claim governed by the internal affairs doctrine that is not otherwise included in subdivisions (1) through (3) of this subsection. (2025-33, s. 3(a).)