A BILL TO BE ENTITLED
AN ACT TO MODIFY AUTHORIZATION TO CONDUCT MEETINGS BY MEANS OF
REMOTE COMMUNICATION FOR CERTAIN ENTITIES, TO AUTHORIZE
NONPROFIT CORPORATIONS TO CONDUCT ALL BUSINESS ELECTRONICALLY
UNLESS PROHIBITED IN THEIR ARTICLES OF INCORPORATION OR BYLAWS,
AND TO MAKE TECHNICAL CHANGES IN THE SURROUNDING LANGUAGE.
The General Assembly of North Carolina enacts:

PART I. AUTHORIZE SHAREHOLDER MEETINGS TO BE HELD SOLELY BY
MEANS OF REMOTE COMMUNICATION

SECTION 1.(a) G.S. 55-7-01 reads as rewritten:
"§ 55-7-01. Annual meeting.
(a) A corporation shall hold a meeting of shareholders annually at a time stated in or fixed
in accordance with the bylaws.
(b) Annual Unless the board of directors determines to hold the meeting solely by means
of remote communication in accordance with G.S. 55-7-09(c), annual shareholders’ meetings
may be held (i) in or out of this State at the place stated in or fixed in accordance with the bylaws.
If bylaws, or (ii) if no place is stated in or fixed in accordance with the bylaws, annual meetings
shall be held at the corporation’s principal office.

..."

SECTION 1.(b) G.S. 55-7-02 reads as rewritten:
"§ 55-7-02. Special meeting.
(a) A corporation shall hold a special meeting of shareholders if either of the
following applies:
(1) On call of its board of directors or the person or persons authorized to do so
by the articles of incorporation or the bylaws, or bylaws.
...
(c) Special Unless the board of directors determines to hold the meeting solely by means
of remote communication in accordance with G.S. 55-7-09(c), special shareholders’ meetings
may be held (i) in or out of this State at the place stated in or fixed in accordance with the bylaws.
If bylaws, or (ii) if no place is stated or fixed in accordance with the bylaws, special meetings
shall be held at the corporation’s principal office.

..."

SECTION 1.(c) G.S. 55-7-05 reads as rewritten:
"§ 55-7-05. Notice of meeting.
(a) A corporation shall notify shareholders of the date, time, and place of each annual and special shareholders' meeting no fewer than 10 nor more than 60 days before the meeting date. If the board of directors has authorized participation by means of remote communication pursuant to G.S. 55-7-09 for any class or series of shareholders, the notice to such the class or series of shareholders shall describe the means of remote communication to be used. Unless this Chapter or the articles of incorporation require otherwise, the corporation is required to give notice only to shareholders entitled to vote at the meeting. 

... 

(e) Unless the bylaws require otherwise, if an annual or special shareholders' meeting is adjourned to a different date, time, or place, if any, notice need not be given of the new date, time, or place if the new date, time, or place is following are announced at the meeting before adjournment:

1. The new date, time, or place, if any.
2. If the meeting is to be continued solely by means of remote communication, a description of the means of remote communication.

If a new record date for the adjourned meeting is or must be fixed under G.S. 55-7-07, however, notice of the adjourned meeting must be given under this section to persons who are shareholders as of the new record date.

(f) After a public corporation has notified shareholders of the date, time, and place of an annual or special shareholders' meeting in accordance with subsection (a) of this section, further notification in accordance with subsection (a) of this section is not required if all of the following apply:

1. A governmental order restricting travel or group gatherings applicable to the place of the shareholders' meeting or public corporation's principal office is in effect and is anticipated in good faith by the board of directors to be in effect at the date and time set forth in the initial notification.
2. The public corporation's board of directors determines that the shareholders' meeting is instead to be held solely by means of remote communication in accordance with G.S. 55-7-09(c) at the same date and time set forth in the initial notification or at a different date and time.
3. The public corporation (i) promptly issues a press release for national dissemination announcing the determination of its board of directors that the shareholders' meeting is to be held solely by means of remote communication, describing the means of remote communication to be used, and providing the date and time of the shareholders' meeting and (ii) files the press release with the Securities and Exchange Commission as close to the time the press release is issued as practicable."

SECTION 1. (d) G.S. 55-7-09 reads as rewritten:

"§ 55-7-09. Remote participation in meetings; meetings held solely by remote participation.

(a) To the extent authorized by a corporation's board of directors, shareholders of any class or series designated by the board of directors may participate in any meeting of shareholders by means of remote communication. Participation by means of remote communication shall be subject to such guidelines and procedures as the board of directors adopts and shall be in conformity with subsection (b) of this section.

(b) Shareholders participating in a shareholders' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures to do all of the following:

1. Verify that each person participating remotely is a shareholder.
2. Provide each shareholder participating remotely a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders,
including an opportunity to communicate and read or hear the proceedings of
the meeting, substantially concurrently with such the proceedings.
(c) Unless shareholders’ meetings held solely by means of remote communication are
prohibited by the articles of incorporation or the bylaws, the board of directors may, in its sole
discretion, determine that any meeting of shareholders shall not be held at any place and shall
instead be held solely by means of remote communication, but only if the corporation implements
the measures specified in subsection (b) of this section."

SECTION 1.(e) G.S. 55-7-20 reads as rewritten:
"§ 55-7-20. Shareholders’ list for meeting.
(a) After fixing a record date for a meeting, a corporation shall prepare an alphabetical
list of the names of all its shareholders who are entitled to notice of a shareholders’ meeting. The
list must be arranged by voting group (and within each voting group by class or
series of shares) and shall show the address of and number of
shares held by each shareholder.
(b) The shareholders’ list must be available for inspection by any shareholder,
beginning two business days after notice of the meeting is given for which the list was prepared
and continuing through the meeting, (i) at the corporation’s principal office or at a place identified
in the meeting notice in the city where the meeting will be held; (ii) on a reasonably
accessible electronic network, provided that the information required to gain access to the list is
provided with the notice of the meeting. In the event that the corporation determines to make the
list available on an electronic network, the corporation may take reasonable steps to ensure that
the information is available only to shareholders of the corporation. A shareholder, personally or
by or with his the shareholder’s representative, is entitled on written demand to inspect and,
subject to the requirements of G.S. 55-16-02(c), to copy the list, during regular business hours
and at his-the shareholder's expense, during the period it is available for inspection.
(c) If the meeting is to be held at a place, the corporation shall make the shareholders’
list available at the meeting, and any shareholder, personally or by or with his the shareholder's
representative, is entitled to inspect the list at any time during the meeting or any adjournment.
If the meeting is to be held
solely by means of remote communication, then the list shall also be open to inspection during
the meeting on a reasonably accessible electronic network, and the information required to access
the list shall be provided with the notice of the meeting.
(d) If the corporation refuses to allow a shareholder or his the shareholder's representative
to inspect the shareholders' list before or at the meeting or to copy the list as permitted
by subsection (b), (b), the superior court of the county where a corporation’s principal office (or,
if none in this State, its registered office) is located, or, if the corporation has no principal office
in this State, the superior court of the county where the corporation's registered office is located,
on application of the shareholder, after notice is given to the corporation, may summarily order
the inspection or copying at the corporation's expense and may postpone the meeting for which
the list was prepared until the inspection or copying is complete.
(e) Refusal or failure to prepare or make available the shareholders' list does not affect
the validity of action taken at the meeting."

SECTION 1.(f) G.S. 55-10-22 reads as rewritten:
"§ 55-10-22. Bylaw increasing quorum or voting requirement for directors or
prohibiting a meeting of shareholders solely by remote participation.
(a) A bylaw that fixes a greater quorum or voting requirement for the board of directors
or that prohibits a meeting of shareholders solely by means of remote communication may be
amended or repealed as follows:
(1) If originally adopted by the shareholders, only by the shareholders, unless amendment or repeal by the board of directors is permitted pursuant to subsection (b) of this section.

(2) If originally adopted by the board of directors, either by the shareholders or by the board of directors.

(b) A bylaw adopted or amended by the shareholders that fixes a greater quorum or voting requirement for the board of directors may provide that it may be amended or repealed only by a specified vote of either the shareholders or the board of directors.

(c) The following applies to a bylaw referred to in subsection (a) of this section:

(1) May not be adopted by the board of directors by a vote less than a majority of the directors then in office.

(2) May not itself be amended by a quorum or vote of the directors less than the quorum or vote therein prescribed or prescribed by the shareholders pursuant to subsection (b) of this section.

SECTION 1. The Revisor of Statutes shall cause to be printed, as annotations to the published General Statutes, all relevant portions of the Official Comments to the Revised Model Business Corporation Act and all explanatory comments of the drafters of this section as the Revisor may deem appropriate.

PART II. AUTHORIZE NONPROFIT MEMBER MEETINGS TO BE HELD BY MEANS OF REMOTE COMMUNICATION; AUTHORIZE NONPROFITS TO CONDUCT ALL BUSINESS ELECTRONICALLY UNLESS PROHIBITED BY THE NONPROFIT

SECTION 2. (a) G.S. 55A-1-41 reads as rewritten:


... (c) Written notice by a domestic or foreign corporation to its member is effective when deposited in the United States mail with postage thereon prepaid and correctly addressed to the member's address shown in the corporation's current record of members. To the extent the corporation pursuant to G.S. 55A-1-70 and the member have agreed, notice by a domestic corporation to its member in the form of an electronic record sent by electronic means to a member who has designated an email address as provided in G.S. 55A-1-70(b) is effective when sent as provided in G.S. 66-325. A member may terminate any such agreement at any time on a prospective basis effective upon written notice of termination to the corporation or upon such later date as may be specified in the notice.

(d) Written notice to a domestic or foreign corporation authorized to conduct affairs 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 articles of incorporation, the Designation of Principal Office Address form, or any Corporation's Statement of Change of Principal Office Address form filed with the Secretary of State.

(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 thereon 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.

(4) If mailed with less than first-class postage, 30 days after its deposit in the United States mail, as evidenced by the postmark or otherwise, if mailed with postage thereon prepaid and correctly addressed.
(5) When delivered to the member's address shown in the corporation's current list of members.

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) Written notice is correctly addressed to a member of a domestic or foreign corporation if addressed to the member's address shown in the corporation's current list of members. In the case of members who are residents of the same household and who have the same address, the corporation's bylaws may provide that a single notice may be given to such members jointly.

SECTION 2.(b) G.S. 55A-1-70 reads as rewritten:


For purposes of applying Article 40 of Chapter 66 of the General Statutes to transactions under this Chapter, a corporation may agree to conduct a transaction by electronic means through provision in its articles of incorporation or bylaws or by action of its board of directors.

(a) Unless prohibited by the articles of incorporation or bylaws, a corporation, its officers, directors, and members may conduct business by electronic means in accordance with this Chapter and consistent with Article 40 of Chapter 66 of the General Statutes without further consent or agreement, except as required by subsection (b) of this section. To the extent that this Chapter conflicts with Article 40 of Chapter 66 of the General Statutes, this Chapter prevails.

(b) Unless otherwise provided in the articles of incorporation or bylaws, before conducting communication or business by electronic means with a member, including, without limitation, as permitted in G.S. 55A-1-41, 55A-7-04, 55A-7-08, 55A-7-09, and 55A-7-24, a corporation shall obtain the member's agreement. In order to obtain agreement, the corporation shall provide an opportunity for the member to do the following:

(1) Provide the member's written agreement to communication and business conducted between the member and the corporation by electronic means.

(2) Designate the email address to be used for communication and business between the member and the corporation.

(3) Provide any other information necessary to facilitate communication and business conducted between the member and the corporation by electronic means.

(c) A corporation that receives agreement and information from a member pursuant to subsection (b) of this section shall inform the member on how to revoke the agreement or update the information provided."

SECTION 2.(c) G.S. 55A-7-01 reads as rewritten:

"§ 55A-7-01. Annual and regular meetings.

(a) A corporation having members with the right to vote for directors shall hold a meeting of such members annually.

(b) A corporation with members may hold regular membership meetings at the times stated in or fixed in accordance with the bylaws.

(c) Annual and regular membership meetings may be held (i) in person in or out of this State at the place stated in or fixed in accordance with the bylaws, (ii) by means of remote communication, as provided in G.S. 55A-7-09. If no place is stated in or fixed in accordance with the bylaws, in-person annual and regular meetings shall be held at the corporation's principal office.

...."

SECTION 2.(d) G.S. 55A-7-02 reads as rewritten:

"§ 55A-7-02. Special meeting.

(a) A corporation with members shall hold a special meeting of members in any of the following circumstances:
(1) On call of its board of directors or the person or persons authorized to do so by the articles of incorporation or bylaws, or bylaws.

(2) Within 30 days after the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(b) If not otherwise fixed under G.S. 55A-7-03 or G.S. 55A-7-07, the record date for determining members entitled to demand a special meeting is the date the first member signs the demand.

(c) Special meetings of members may be held (i) in person in or out of this State at the place stated in or fixed in accordance with the bylaws, bylaws or (ii) by means of remote communication as provided in G.S. 55A-7-09. If no place is stated or fixed in accordance with the bylaws, in-person special meetings shall be held at the corporation's principal office.

(d) Only those matters that are within the purpose or purposes described in the meeting notice required by G.S. 55A-7-05 may be acted upon at a special meeting of members."

SECTION 2.(e) G.S. 55A-7-03 reads as rewritten:

"§ 55A-7-03. Court-ordered meeting.

(a) The superior court of the county where a corporation's principal office, or, if there is none in this State, its registered office, is located may, after notice is given to the corporation and upon such further notice and opportunity to be heard, if any, as the court may deem appropriate under the circumstances, summarily order a meeting to be held in any of the following circumstances:

(1) On application of any member if an annual meeting was not held within 15 months after the corporation's last annual meeting or meeting.

(2) On application of a member who signed a demand for a special meeting valid under G.S. 55A-7-02, if the corporation has not held the meeting as required by that section.

(b) The court may fix the time and place of the meeting, specify a record date for determining those persons entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, fix the quorum required for specific matters to be considered at the meeting (or direct that the votes represented at the meeting constitute a quorum for action on those matters), matters, and enter other orders necessary to accomplish the purpose or purposes of the meeting. The court may order that the meeting be held by means of remote communication as provided in G.S. 55A-7-09.

(c) If the court orders a meeting, it may also order the corporation to pay all or part of the member's costs (including costs, including reasonable attorneys' fees, incurred to obtain the order."

SECTION 2.(f) G.S. 55A-7-04 reads as rewritten:

"§ 55A-7-04. Action by written consent.

(a) Action required or permitted by this Chapter to be taken at a meeting of members may be taken without a meeting if the action is taken by all members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed before or after the action by all members entitled to vote thereon, on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. To the extent the corporation has agreed pursuant to If a member has agreed as provided in G.S. 55A-1-70, a the member's consent to action taken without a meeting may be in electronic form and delivered by electronic means.

...."

SECTION 2.(g) G.S. 55A-7-05 reads as rewritten:

"§ 55A-7-05. Notice of meeting.


(c) Notice is fair and reasonable if it conforms to all of the following:

(1) The corporation gives notice to all members entitled to vote at the meeting of the place, time, and date, and time of each annual, regular, and special meeting of members if no fewer than 10, or, if notice is mailed by other than first class, registered or certified mail, no fewer than 30, nor more than 60 days before the meeting date.

(1a) If the meeting will be held by means of remote communication, the notice shall include all the information required by G.S. 55A-7-09.

(2) Notice of an annual or regular meeting includes a description of any matter or matters that shall be approved by the members under G.S. 55A-8-31, 55A-8-55, 55A-10-03, 55A-10-21, 55A-11-04, 55A-12-02, or 55A-14-02.

(3) Notice of special meeting includes a description of the matter or matters for which the meeting is called.

(d) Unless the bylaws require otherwise, if an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place; if the new date, time, or place is announced at the meeting before adjournment. If the meeting is to be continued by means of remote communication, the announcement shall also include a description of the means of remote communication. If a new record date for the adjourned meeting is or must be fixed under G.S. 55A-7-07, however, notice of the adjourned meeting shall be given under this section to the members of record entitled to vote at the meeting as of the new record date.

(e) When giving notice of an annual, regular, or special meeting of members, a corporation shall give notice of a matter a member intends to raise at the meeting if it conforms to all of the following:

(1) Requested. The corporation is requested in writing to do so by a person or persons entitled to call a special meeting pursuant to G.S. 55A-7-02; and G.S. 55A-7-02.

(2) The request is received by the secretary or president of the corporation at least 10 days before the corporation gives notice of the meeting.

SECTION 2.(h) G.S. 55A-7-06 reads as rewritten:

"§ 55A-7-06. Waiver of notice.

..."

(b) A member's attendance at a meeting in person or by means of remote communication waives objection to all of the following:

(1) Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or conducting business at the meeting.

(2) Waives objection to consideration of a particular matter at the meeting unless the member objects to considering the matter before it is voted upon in an in-person meeting.

SECTION 2.(i) G.S. 55A-7-08 reads as rewritten:

"§ 55A-7-08. Action by written ballot or electronic voting.

(a) Unless prohibited or limited by the articles of incorporation or bylaws and without regard to the requirements of G.S. 55A-7-04, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Any requirement that any vote of the members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, including electronic mail, provided that such electronic transmission shall either
set forth or be submitted with information from which it can be determined that the electronic
transmission was authorized by the member or the member's proxy by written ballots or
electronic voting as follows:

(1) Written ballots. – The corporation shall deliver a written ballot to every
member entitled to vote on the matter. The ballot shall set forth each proposed
action and provide an opportunity to vote for or against each proposed action.
Unless secret balloting is required on the proposed action, the ballot shall
contain or request information sufficient to identify the member or the
member's proxy submitting the ballot. Written ballots may be submitted to the
corporation by any reasonable means specified by the corporation, including
email.

(2) Electronic voting. – For members who have agreed as provided in
G.S. 55A-1-70, the corporation shall provide an electronic ballot or electronic
notice that sets forth each proposed action and provides an opportunity and
instructions on how to vote for or against each proposed action using the
electronic ballot or an electronic voting system that meets all of the following
requirements:

a. Accommodates and complies with all applicable special voting
requirements of the corporation, including, without limitation,
weighted votes, percentage interest votes, class voting, cumulative
voting, or secret balloting.

b. Provides control mechanisms that allow the corporation to verify that
each electronic vote is authorized by the member or the member's
proxy.

c. Ensures that each member or proxy casts only the number of votes that
the member is entitled to cast.

d. Creates a record of all votes cast that is maintained in the corporation's
records and available for inspection by members.

(b) A written ballot shall:

(1) Set forth each proposed action; and

(2) Provide an opportunity to vote for or against each proposed action.

(c) A corporation's board of directors may determine, in its discretion, that votes may be
cast by written ballots or by electronic voting, or by both, except that votes may be cast solely by
electronic voting only if all members entitled to vote on the proposed action have agreed as
provided in G.S. 55A-1-70. Approval by written ballot or electronic voting, or both, pursuant to
this section shall be valid only when the number of votes cast by written ballot or electronic
voting, or both, equals or exceeds the quorum required to be present at a meeting authorizing the
action, and the number of approvals equals or exceeds the number of votes that would be required
to approve the matter at a meeting at which the same total number of votes were cast.

(d) All written ballots or solicitations for votes by written ballot, all electronic
ballots or solicitations for votes by electronic ballot, and all electronic voting notices shall
indicate the time by which a written or electronic ballot shall be received by the corporation or
by which electronic votes shall be cast in order to be counted. The deadline for the return of
written ballots and electronic ballots and for the casting of electronic votes on any proposed
action shall be identical.

(e) Except as otherwise provided in the articles of incorporation or bylaws, a written
ballot, any written ballot, electronic ballot, or electronic vote that is submitted shall not be
revoked.”

SECTION 2.(j) Article 7 of Chapter 55 of the General Statutes is amended by adding
a new section to read:

“§ 55A-7-09. Meetings held by means of remote communication.
(a) The board of directors may, in its sole discretion, determine that any membership meeting shall be held by means of remote communication, but only if the remote communication allows members participating to hear other participants and to be heard by other participants if recognized by the chairperson during the meeting. If the board of directors determines to hold a meeting by means of remote communication, (i) all action and business requiring a vote of the membership shall be taken and conducted pursuant to G.S. 55A-7-08 and (ii) the corporation is not required to verify the presence of a quorum at the meeting.

(b) In addition to the information required by G.S. 55A-7-05, notice of a meeting held by means of remote communication shall include all of the following:

1. Notice that the meeting will be held by means of remote communication and sufficient instruction and information on how members may join the meeting remotely.
2. Notice that the action or business requiring a vote of the membership will be taken and conducted pursuant to G.S. 55A-7-08.
3. Information required to inspect or gain access to the members’ list as provided in G.S. 55A-7-20.

(c) The board of directors may prescribe additional rules and procedures for meetings held by means of remote communication, consistent with the provisions of this Chapter and Article 40 of Chapter 65 of the General Statutes.

(d) All references to meetings in this Chapter include meetings held by means of remote communication in accordance with the provisions of this Chapter."


(a) Unless the articles of incorporation or bylaws prohibit or limit proxy voting, a member may vote in person or by proxy. A member may appoint one or more proxies to vote or otherwise act for the member by signing an appointment form, either personally or by the member’s attorney-in-fact. Without limiting G.S. 55A-1-70, an appointment in the form of an electronic record submitted by a member who has agreed as provided in G.S. 55A-1-70 that either bears the member's electronic signature or is sent from the member's designated email address and that may be directly reproduced in paper form by an automated process shall be deemed a valid appointment form within the meaning of this section. In addition, if and to the extent permitted by the nonprofit corporation, a member may appoint one or more proxies by any kind of telephonic transmission, even if not accompanied by written communication, under circumstances or together with information from which the nonprofit corporation can reasonably assume that the appointment was made or authorized by the member.

... 

(c) An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. An appointment made irrevocable under this subsection shall be revocable when the interest with which it is coupled is extinguished. A transferee for value of an interest subject to an irrevocable appointment may revoke the appointment if he or she did not have actual knowledge of its irrevocability.

... 

(e) A revocable appointment of a proxy is revoked by the person appointing the proxy doing any of the following:

1. Attending any meeting and voting in person or proxy.
2. Signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

..."
§ 55A-7-20. Members' list for meeting.

(b) Beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, the list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting. The list shall be available at (i) the corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held for inspection by any member for the purpose of communication with other members concerning the meeting, or (ii) on a reasonably accessible electronic network, so long as the information required to gain access to the list is provided with the notice of the meeting. In the event that the corporation determines to make the list available on an electronic network, the corporation may take reasonable steps to ensure that the information is available only to members of the corporation. A member, personally or by or with his the member's representatives, is entitled on written demand to inspect and, subject to the limitations of G.S. 55A-16-02(c) and G.S. 55A-16-05 and at the member's expense, to copy the list at a reasonable time during the period it is available for inspection.

(c) The meeting is to be held at a place, the corporation shall make the list of members available at the meeting, and any member, personally or by or with his the member's representatives, is entitled to inspect the list at any time during the meeting or any adjournment.

(d) If the corporation refuses to allow a member or his the member's representative to inspect or copy the list of members as permitted in subsections (b) and (c) of this section, the superior court of the county where a corporation's principal office (or, office, if there is none in this State, its registered office) is located, on application of the member, after notice is given to the corporation and upon such further evidence, notice and opportunity to be heard, if any, as the court may deem appropriate under the circumstances, may summarily order the inspection or copying at the corporation's expense. The court may postpone the meeting for which the list was prepared until the inspection or copying is complete and may order the corporation to pay the member's costs, including reasonable attorneys' fees, incurred to obtain the order.

(e) Refusal or failure to prepare or make available the members' list does not affect the validity of action taken at the meeting.

SECTION 2.(m) G.S. 55A-8-20 reads as rewritten:

§ 55A-8-20. Regular and special meetings.

(a) The board of directors may hold regular or special meetings in or out of this State.

(b) Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear and be heard by each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 2.(n) G.S. 55A-8-21 reads as rewritten:

§ 55A-8-21. Action without meeting.

(a) Unless the articles of incorporation or bylaws provide otherwise, action required or permitted by this Chapter to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more written consents signed by each director before or after such the action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. To the extent the corporation has agreed pursuant to G.S. 55A-1-70, as authorized in G.S. 55A-1-70, a director's consent to action taken without meeting may be in electronic form and delivered by electronic means.

"...."
PART III. AUTHORIZE CONDOMINIUM ASSOCIATION UNIT OWNER AND PLANNED COMMUNITY ASSOCIATION LOT OWNER MEETINGS TO BE HELD REMOTELY

SECTION 3.(a) G.S. 47C-3-108 reads as rewritten:

"§ 47C-3-108. Meetings.
(a) A meeting of the association shall be held at least once each year. Special meetings of the association may be called by the president, a majority of the executive board, or by unit owners having twenty percent (20%) or any lower percentage specified in the bylaws of the votes in the association. Not less than 10 nor more than 60 days in advance of any meeting, the secretary or other officer specified in the bylaws shall cause notice to be hand-delivered or sent prepaid by United States mail to the mailing address of each unit or to any other mailing address designated in writing by the unit owner, or sent by electronic means, including by electronic mail over the Internet, to an electronic mailing address designated in writing by the unit owner. The notice of any meeting shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws, any budget changes, and any proposal to remove a director or officer.

... (c) Except as otherwise provided for in the bylaws, meetings of the association and executive board, other than meetings held by means of remote communication, shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised."

SECTION 3.(b) G.S. 47F-3-108 reads as rewritten:

"§ 47F-3-108. Meetings.
(a) A meeting of the association shall be held at least once each year. Special meetings of the association may be called by the president, a majority of the executive board, or by lot owners having ten percent (10%), or any lower percentage specified in the bylaws, of the votes in the association. Not less than 10 nor more than 60 days in advance of any meeting, the secretary or other officer specified in the bylaws shall cause notice to be hand-delivered or sent prepaid by United States mail to the mailing address of each lot or to any other mailing address designated in writing by the lot owner, or sent by electronic means, including by electronic mail over the Internet, to an electronic mailing address designated in writing by the lot owner. The notice of any meeting shall state the time and place of the meeting and the items on the agenda, including the general nature of any proposed amendment to the declaration or bylaws, any budget changes, and any proposal to remove a director or officer.

... (c) Except as otherwise provided in the bylaws, meetings of the association and the executive board, other than meetings held by means of remote communication, shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised."

PART IV. AUTHORIZE INSURANCE POLICYHOLDER MEETINGS TO BE HELD REMOTELY

SECTION 4. G.S. 58-8-10 reads as rewritten:

"§ 58-8-10. Policyholders are members of mutual companies.
(a) Every person insured by a mutual insurance company is a member while that person's policy is in force, entitled to one vote for each policy that person holds, and must be notified of the (i) time and (ii) place or method of remote communication, or both, for holding the company's meetings by a written notice or by an imprint upon the back of each policy, receipt, or certificate of renewal, as follows:

(1) If the meetings are to be held at a place, as follows: The insured is hereby notified that by virtue of this policy the insured is a member of the ________
insurance company, and that the annual meetings of the company are held at its home office on the ______ day of _______, in each year, at ______ o'clock.

(2) If the meetings are to be held solely by remote communication, as follows:
The insured is hereby notified that by virtue of this policy the insured is a member of the ______ insurance company, and that the annual meetings of the company are held by means of remote communication, which can be accessed by ______ on the ______ day of _______, in each year, at ______ o'clock.

(3) If the meetings are to be held at a place and by remote communication, as follows: The insured is hereby notified that by virtue of this policy the insured is a member of the ______ insurance company, and that the annual meetings of the company are held at its home office and by means of remote communication, which can be accessed by ______ on the ______ day of _______, in each year, at ______ o'clock.

(b) The blanks in subsection (a) of this section shall be duly filled in print and are a sufficient notice. A corporation that becomes a member of a mutual insurance company may authorize any person to represent the corporation; and this representative has all the rights of an individual member. A person holding property in trust may insure it in a mutual insurance company, and as trustee assume the liability and be entitled to the rights of a member; but is not personally liable upon the contract of insurance. Members may vote by proxies, dated and executed within one year after receipt, and returned and recorded on the books of the company three days or more before the meeting at which they are to be used.

(c) Participation by means of remote communication shall be subject to such guidelines and procedures as the board of directors adopts and shall be in conformity with subsection (d) of this section.

(d) Members participating in meetings by means of remote communication shall be deemed (i) present and (ii) voting in person at the meeting if the mutual insurance company has implemented reasonable measures to do all of the following:

(1) Verify that each person participating remotely is a member.

(2) Provide each member participating remotely a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate and read or hear the proceedings of the meeting, substantially concurrently with the proceedings.

(e) The board of directors may, in its sole discretion, determine that any meeting of members shall not be held at any place and shall instead be held solely by means of remote communication, but only if the mutual insurance company implements the measures specified in subsection (d) of this section.

PART V. EFFECTIVE DATE AND APPLICABILITY

SECTION 5. This act is effective when it becomes law and applies to meetings noticed on or after that date. Remote shareholder meetings noticed before the effective date of this act and complying with Executive Order No. 185, issued December 31, 2020, by Governor Roy A. Cooper, may proceed remotely as originally noticed notwithstanding any notice and meeting requirements of Chapter 55 of the General Statutes.