

IC 23-17-10

Chapter 10. Meetings and Action Without Meetings

IC 23-17-10-1

Annual and regular membership meetings

Sec. 1. (a) A corporation with members must hold a membership meeting annually at a time stated in or fixed in accordance with the bylaws.

(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 inside of or outside of Indiana at the place stated in or fixed in accordance with the bylaws. If a place is not stated in or fixed in accordance with the bylaws, annual and regular meetings shall be held at the corporation's principal office.

(d) At the annual meeting:

- (1) the president and chief financial officer or the president's and the chief financial officer's designees shall report on the activities and financial condition of the corporation; and
- (2) the members shall consider and act upon other matters as may be raised consistent with the notice requirements of section 5 of this chapter and IC 23-17-11-4(b).

(e) At regular meetings the members shall consider and act upon matters as may be raised consistent with the notice requirements of section 5 of this chapter and IC 23-17-11-4(b).

(f) The failure to hold an annual or a regular meeting at a time stated in or fixed in accordance with a corporation's bylaws does not do any of the following:

- (1) Affect the validity of any corporate action.
- (2) Work any forfeiture or dissolution of the corporation.

(g) If provided in the articles of incorporation or bylaws, a member of a corporation may participate in an annual or a regular meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member of a corporation participating in a meeting by this means is considered to be present in person at the meeting.

As added by P.L.179-1991, SEC.1.

IC 23-17-10-2

Special meetings

Sec. 2. (a) A corporation with members must hold a special meeting of members as follows:

- (1) On call of the corporation's president or board of directors or other person, including a member or an officer, specifically authorized to do so by the articles of incorporation or bylaws.
- (2) Except as provided in the articles of incorporation or bylaws of a religious corporation, if the holders of at least ten percent (10%) of all the votes entitled to be cast on an issue proposed

to be considered at the proposed special meeting sign, date, and deliver to the corporation's secretary at least one (1) written demand for the meeting describing the purpose for which the meeting is to be held.

(b) Unless otherwise provided under section 7 of this chapter, the close of business on the thirtieth day before delivery of the demand for a special meeting to a corporate officer is the record date for the purpose of determining if the ten percent (10%) requirement of subsection (a) has been met.

(c) If a notice for a special meeting demanded under subsection (a)(2) is not given under section 5 of this chapter within thirty (30) days after the date the written demand is delivered to the corporation's secretary, regardless of the requirements of subsection (d), a person signing the demand may do the following:

- (1) Set the time and place of the meeting.
- (2) Give notice under section 5 of this chapter.

(d) A special meeting of members may be held inside or outside of Indiana at the place stated in or fixed in accordance with the bylaws. If a place is not stated or fixed in accordance with the bylaws, a special meeting shall be held at the corporation's principal office.

(e) Only those matters that are within the purposes described in the meeting notice required under section 5 of this chapter may be conducted at a special meeting of members.

(f) If the articles of incorporation or bylaws provide, a member of a corporation may participate in a special meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is considered to be present in person at the meeting.

As added by P.L.179-1991, SEC.1.

IC 23-17-10-3

Court ordered meetings

Sec. 3. (a) The circuit court or superior court of the county where a corporation's principal office is located or, if no principal office is located in Indiana, the corporation's registered office, may order a meeting to be held and may fix the time and place of the meeting that shall be conducted in accordance with the corporation's articles of incorporation and bylaws as follows:

(1) On application of a member or other person entitled to participate in an annual or a regular meeting if an annual meeting was not held within the earlier of the following:

(A) Six (6) months after the end of the corporation's fiscal year.

(B) Fifteen (15) months after the corporation's last annual meeting.

(2) On application of a member or other person entitled to participate in a regular meeting if a regular meeting is not held within forty (40) days after the date it was required to be held.

(3) On application of a member who signed a demand for a special meeting valid under section 2 of this chapter, a person entitled to call a special meeting if:

(A) notice of the special meeting was not given within sixty (60) days after the date the demand was delivered to the corporation's secretary; or

(B) the special meeting was not held in accordance with the notice.

As added by P.L.179-1991, SEC.1.

IC 23-17-10-4

Action taken without meeting; approval of action by members holding 80 percent of votes entitled to be cast

Sec. 4. (a) Unless limited or prohibited by the articles of incorporation or bylaws, action required or permitted by this article to be approved by the members may be taken without a meeting of members if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions:

(1) Is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action.

(2) Is delivered to the corporation for inclusion in the minutes or filing with the corporation's records.

Requests for written consents must be delivered to all members.

(b) If not otherwise determined under section 3 or 7 of this chapter, the record date for determining members entitled to take action without a meeting is the date the first member signs the consent under subsection (a).

(c) A consent signed under this section:

(1) has the effect of a meeting vote; and

(2) may be described as such in any document.

(d) Action taken under this section is effective when the last member necessary to meet the eighty percent (80%) requirement signs the consent unless a prior or subsequent effective date is specified in the consent.

As added by P.L.179-1991, SEC.1.

IC 23-17-10-5

Notice of meetings

Sec. 5. (a) A corporation shall give notice of meetings of members in a fair and reasonable manner.

(b) A notice that conforms to the requirements of subsection (c) is fair and reasonable. However, other means of giving notice may also be fair and reasonable when all the circumstances are considered if notice of matters referred to in subsection (c)(2) is given as provided in subsection (c).

(c) Unless fair and reasonable notice is otherwise specified in a corporation's bylaws, notice is fair and reasonable if the following occur:

(1) The corporation notifies the corporation's members of the place, date, and time of each annual, regular, and special meeting of members not less than ten (10) days, or, if notice is mailed by other than first class or registered mail, thirty (30) days to sixty (60) days, before the meeting date.

(2) Notice of an annual or a regular meeting includes a description of any matter or matters to be considered at the meeting that must be approved by the members under IC 23-17-13-2.5, IC 23-17-16-13, IC 23-17-17-5, IC 23-17-19-4, IC 23-17-20-2, or IC 23-17-22-2.

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

(4) A corporation provides notice by:

(A) communicating in person;

(B) mail or other method of delivery; or

(C) other electronic means capable of verification.

(5) For a corporation, other than a veteran's organization, having more than one thousand (1,000) members, notice of the place, date, and time of an annual, a regular, or a special meeting, and in the case of a special meeting, the purpose of the special meeting, may be given by one (1) publication in a newspaper of general circulation, printed in English, in the county in which the corporation has the corporation's principal office if the publication is made not less than ten (10) days and not more than thirty (30) days before the meeting date.

(d) Unless the bylaws require otherwise, if an annual, a regular, or a special meeting of members is adjourned to a different date, time, or place, notice is not required to be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 7 of this chapter, however, notice of the adjourned meeting must be given under this section to persons who are members as of the new record date.

As added by P.L.179-1991, SEC.1. Amended by P.L.110-2008, SEC.4.

IC 23-17-10-6

Waiver of notice

Sec. 6. (a) A member may waive a notice required by this article, articles of incorporation, or bylaws before or after the date and time stated in the notice. The waiver by the member entitled to the notice must be as follows:

(1) In writing.

(2) Signed by the member entitled to the notice.

(3) Delivered to the corporation for inclusion in the minutes or filing with the corporation's records.

(b) A member's attendance at a meeting:

(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 transacting business at the

meeting; and

(2) waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

As added by P.L.179-1991, SEC.1.

IC 23-17-10-7

Record date

Sec. 7. (a) Bylaws may fix or provide the manner of fixing the record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other action. If the bylaws do not fix or provide for fixing a record date, the board of directors may fix a future date as a record date. If a record date is not fixed, the record date is determined as follows:

(1) If members are entitled to notice of a members' meeting, the record date is the business day preceding the date on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held.

(2) If members are entitled to vote at a members' meeting, the record date is the date of the meeting.

(3) If members are entitled to exercise any rights in respect of any other lawful action, the record date is the day on which the board of directors adopts the resolution relating the action or the sixtieth day before the date of other action, whichever is later.

(b) A record date fixed under this section may not be more than seventy (70) days before the meeting or action requiring a determination of members occurs.

(c) A determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the board of directors fixes a new date for determining the right to notice or the right to vote. A board of directors must fix the new date if the meeting is adjourned to a date more than seventy (70) days after the record date for determining members entitled to notice of the original meeting.

(d) If a court orders a meeting adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting, the court may:

(1) provide that the original record date for notice or voting continues in effect; or

(2) fix a new record date for notice or voting.

As added by P.L.179-1991, SEC.1.

IC 23-17-10-8

Action taken without meeting; delivery of written ballots to members entitled to vote on matter

Sec. 8. (a) Unless prohibited or limited by articles of

incorporation or bylaws, an action that may be taken at an annual, a regular, or a 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.

(b) A written ballot must do the following:

- (1) Set forth each proposed action.
- (2) Provide an opportunity to vote for or against each proposed action.

(c) Approval by written ballot under this section is valid only when the following occur:

- (1) The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action.
- (2) 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 total number of votes cast was the same as the number of votes cast by ballot.

(d) A solicitation for votes by written ballot must do the following:

- (1) Indicate the number of responses needed to meet the quorum requirements.
- (2) State the percentage of approvals necessary to approve each matter other than the election of directors.
- (3) Specify the time by which a ballot must be received by the corporation to be counted.

(e) Except as otherwise provided in articles of incorporation or bylaws, a written ballot may not be revoked.

As added by P.L.179-1991, SEC.1.