

RCW 23B.10.030 Amendment of articles of incorporation by board of directors and shareholders. If a corporation has issued shares, an amendment to the articles of incorporation, other than an amendment pursuant to RCW 23B.10.020, must be approved in the following manner:

(1) The proposed amendment must first be approved by the board of directors.

(2) Except as provided in RCW 23B.10.070 and 23B.10.080, the amendment must then be approved by the shareholders. In submitting the proposed amendment to the shareholders for approval, the board of directors must recommend that the shareholders approve the amendment unless (a) the board of directors makes a determination that because of conflicts of interest or other special circumstances it should not make such a recommendation, or (b) RCW 23B.08.245 applies. If either (a) or (b) of this subsection applies, the board of directors must inform the shareholders of the basis for its so proceeding.

(3) The board of directors may set conditions for the approval of the amendment by the shareholders or the effectiveness of the amendment.

(4) If the amendment is required to be approved by the shareholders, and if the approval is to be given at a meeting, the corporation must notify each shareholder, regardless of whether entitled to vote, of the meeting of shareholders at which the amendment is to be submitted for approval. The notice of meeting must state that the purpose, or one of the purposes, of the meeting is to consider the amendment and contain or be accompanied by a copy of the amendment.

(5) (a) With respect to a corporation formed before August 1, 2024:

(i) Unless the articles of incorporation, or the board of directors acting in accordance with subsection (3) of this section, require a different vote, shareholder approval of the amendment requires (A) the approval of two-thirds, or, in the case of a public company, a majority, of the votes entitled to be cast on the amendment, and (B) the approval of two-thirds, or, in the case of a public company, a majority, of the votes entitled to be cast on the amendment by each other voting group entitled under RCW 23B.10.040 or the articles of incorporation to vote separately on the amendment; and

(ii) The articles of incorporation may require a different vote than that provided in this subsection, or a different vote by separate voting groups, so long as the required vote is not less than a majority of all the votes entitled to be cast on the amendment and of each other voting group entitled to vote separately on the amendment.

(b) With respect to a corporation formed on or after August 1, 2024, unless the articles of incorporation, or the board of directors acting in accordance with subsection (3) of this section, require a greater vote, shareholder approval of the amendment requires (i) the approval of a majority of the votes entitled to be cast on the amendment, and (ii) the approval of a majority of the votes entitled to be cast on the amendment by each other voting group entitled under RCW 23B.10.040 or the articles of incorporation to vote separately on the amendment. [2024 c 22 s 20; 2011 c 328 s 5; 2003 c 35 s 4; 1989 c 165 s 122.]