

RCW 24.06.005 Definitions. As used in this chapter, unless the context otherwise requires, the term:

(1) "An officer of the corporation" means, in connection with the execution of documents submitted for filing with the secretary of state, the president, a vice president, the secretary, or the treasurer of the corporation.

(2) "Articles of incorporation" includes the original articles of incorporation and all amendments thereto, and includes articles of merger.

(3) "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated.

(4) "Bylaws" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.

(5) "Conforms to law" as used in connection with duties of the secretary of state in reviewing documents for filing under this chapter, means the secretary of state has determined the document complies as to form with the applicable requirements of this chapter.

(6) "Consumer cooperative" means a corporation engaged in the retail sale, to its members and other consumers, of goods or services of a type that are generally for personal, living, or family use.

(7) "Corporation" or "domestic corporation" means a mutual corporation or miscellaneous corporation subject to the provisions of this chapter, except a foreign corporation.

(8) "Duplicate originals" means two copies, original or otherwise, each with original signatures, or one original with original signatures and one copy thereof.

(9) "Effective date" means, in connection with a document filing made by the secretary of state, the date on which the filing becomes effective under RCW 23.95.210.

(10) "Electronic transmission" or "electronically transmitted" means any process of electronic communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of the transmitted information by the recipient. However, such an electronic transmission must either set forth or be submitted with information, including any security or validation controls used, from which it can reasonably be determined that the electronic transmission was authorized by, as applicable, the corporation or shareholder or member by or on behalf of which the electronic transmission was sent.

(11) "Executed by an officer of the corporation," or words of similar import, means that any document signed by such person shall be and is signed by that person under penalties of perjury and in an official and authorized capacity on behalf of the corporation or person making the document submission with the secretary of state.

(12) "Foreign corporation" means a mutual or miscellaneous corporation or other corporation organized under laws other than the laws of this state which would be subject to the provisions of this chapter if organized under the laws of this state.

(13) "Insolvent" means inability of a corporation to pay debts as they become due in the usual course of its affairs.

(14) "Member" means one having membership rights in a corporation in accordance with provisions of its articles of incorporation or bylaws.

(15) "Miscellaneous corporation" means any corporation which is organized for a purpose or in a manner not provided for by the

Washington business corporation act or by the Washington nonprofit corporation act, and which is not required to be organized under other laws of this state.

(16) "Mutual corporation" means a corporation organized to accomplish one or more of its purposes on a mutual basis for members and other persons.

(17) "Registered office" means the address of the corporation's registered agent.

(18) "Stock" or "share" means the units into which the proprietary interests of a corporation are divided in a corporation organized with stock.

(19) "Stockholder" or "shareholder" means one who is a holder of record of one or more shares in a corporation organized with stock. [2015 c 176 s 4101; 2001 c 271 s 1; 2000 c 167 s 1; 1982 c 35 s 118; 1969 ex.s. c 120 s 1.]

Reviser's note: The definitions in this section have been alphabetized pursuant to RCW 1.08.015(2)(k).

Effective date—Contingent effective date—2015 c 176: See note following RCW 23.95.100.

Intent—Severability—Effective dates—Application—1982 c 35: See notes following RCW 43.07.160.