

RCW 23B.07.080 Shareholder participation by means of communication equipment. (1) Unless the articles of incorporation or bylaws provide otherwise, a corporation may permit any or all shareholders to participate in any meeting of shareholders by means of, or conduct the meeting solely through the use of, remote communication. Subject to the provisions of subsection (2) of this section, participation by remote communication is to be subject to any guidelines and procedures adopted by or pursuant to the authority of the board of directors.

(2) If a corporation elects to permit participation by means of, or conduct a meeting solely through the use of, remote communication:

(a) The notice of the meeting must specify how a shareholder may participate in the meeting by means of remote communication; and

(b) The corporation must implement reasonable measures to (i) verify that each person participating remotely as a shareholder or proxy holder is a shareholder or proxy holder, and (ii) provide each person participating remotely as a shareholder or proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.

(3) Participation in a meeting in accordance with this section constitutes presence in person at that meeting.

(4) If the board of directors or another authorized person determines to hold a shareholders' meeting without a physical assembly of shareholders in accordance with RCW 23B.07.010(4) or 23B.07.020(6), all shareholders entitled to vote at such meeting must have the opportunity to participate in the meeting by remote communication in accordance with this section. [2018 c 55 § 3; 1989 c 165 § 67.]