

## 130th MAINE LEGISLATURE

## FIRST REGULAR SESSION-2021

**Legislative Document** 

No. 1320

S.P. 426

In Senate, March 29, 2021

An Act To Allow Maine Shareholders of Banks and Members and Corporators of Credit Unions To Hold Virtual Meetings

Reference to the Committee on Health Coverage, Insurance and Financial Services suggested and ordered printed.

DAREK M. GRANT Secretary of the Senate

Presented by Senator SANBORN of Cumberland. Cosponsored by Representative: WHITE of Waterville.

2 3	<b>Sec. 1. 9-B MRSA §325, sub-§3, ¶E,</b> as enacted by PL 1975, c. 500, §1, is amended to read:
4 5 6 7	E. Meetings of the corporators or members shall <u>must</u> be held at the institution's principal office, or at such other place in the area of this State served by the institution as the notice shall designate <u>designates</u> or by means of remote communication under <u>paragraph F.</u>
8	Sec. 2. 9-B MRSA §325, sub-§3, ¶F is enacted to read:
9 10 11 12 13 14 15 16	F. The board of directors may authorize, subject to guidelines and procedures as the board may adopt, a meeting of corporators or members to be conducted by means of remote communication with no fixed place or may authorize a corporator or member or holder of a proxy of a corporator or member who is not physically present at a meeting of corporators or members to join the meeting by means of remote communication. A corporator or member or holder of a proxy of a corporator or member in a meeting of corporators or members held remotely or who joins a meeting of corporators or members by means of remote communication may:
17	(1) Participate in the meeting;
18	(2) Be deemed present in person at the meeting; and
19	(3) Vote at the meeting if the institution has implemented reasonable measures:
20 21 22	(a) To verify that a person who has joined by means of remote communication a meeting of corporators or members is a corporator, member or holder of a proxy of a corporator or member;
23 24 25 26 27 28	(b) To provide a corporator, member or holder of a proxy of a corporator or member who has joined by means of remote communication a meeting of corporators or members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the corporators and members, including an opportunity to communicate with, read and hear the proceedings, substantially concurrently with the proceedings; and
29 30 31 32	(c) To maintain a record of the presence of and a vote or any other action taken by a corporator, member or holder of a proxy of a corporator or a member who has joined by means of remote communication a meeting of corporators and members.
33 34	<b>Sec. 3. 13-C MRSA §701, sub-§2,</b> as enacted by PL 2001, c. 640, Pt. A, §2 and affected by Pt. B, §7, is amended to read:
35 36 37 38 39	<b>2. Place.</b> Annual shareholders' meetings may be held in or out of the State at the place stated in or fixed in accordance with a corporation's bylaws. If no place is stated in or fixed in accordance with the bylaws, annual meetings must be held at the corporation's principal office or, if authorized by the board of directors, by means of remote communication pursuant to section 709.
40	Sec. 4. 13-C MRSA §709, as enacted by PL 2011, c. 274, §26, is amended to read:
41	§709. Remote participation in annual and special meetings

Be it enacted by the People of the State of Maine as follows:

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- 1. Participation by means of remote communication. Shareholders A meeting of 1 2 shareholders may be held by means of remote communication and shareholders of any class 3 or series may participate in any meeting of shareholders by means of remote 4 communication to the extent the board of directors authorizes participation for the class or series. Participation by means of remote communication is subject to guidelines and 5 procedures adopted by the board of directors and must be in conformity with subsection 2. 6 7 2. Shareholder presence and voting. Shareholders participating in a shareholders' meeting by means of remote communication are deemed present and may vote at the 8 meeting if the corporation has implemented reasonable measures: 9 10 A. To verify that each person participating remotely is a shareholder or holder of a proxy of a shareholder; and 11
  - B. To provide the shareholders <u>or holders of a proxy of a shareholder</u> a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders <u>or holders of a proxy of a shareholder</u>, including an opportunity to communicate and to read or hear the proceedings of the meeting, substantially concurrently with the proceedings-<u>; and</u>
  - C. To maintain a record of the presence of and a vote or any other action taken by a shareholder or holder of a proxy of a shareholder who has joined by means of remote communication a meeting of shareholders.

20 SUMMARY

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This bill allows corporators, members and holders of a proxy of a corporator or member of a mutual bank or holding company and shareholders and holders of a proxy of a shareholder of an investor-owned bank to hold meetings remotely and to participate in meetings by means of remote communication.