

**§102. Definitions**

As used in this Act, unless the context otherwise requires, the following words shall have the following meanings. [PL 1977, c. 525, §13 (NEW).]

**1. Articles of incorporation.** "Articles of incorporation" means the original or restated articles of incorporation and all amendments thereto. It includes the certificate of incorporation, articles of merger, articles of consolidation and, in the case of a corporation created by special Act of the Legislature, the special Act and any amendments thereto.

[PL 1977, c. 525, §13 (NEW).]

**2. Board of directors.** "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the various names, such as board of trustees or board of managers, by which such group is designated.

[PL 1977, c. 525, §13 (NEW).]

**3. Bylaws.** "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 and includes the corporation's constitution unless the constitution is filed as the articles of incorporation or enacted by the Legislature in a special Act.

[PL 1977, c. 525, §13 (NEW).]

**4. Corporation.** "Corporation" or "domestic corporation" means a nonprofit corporation subject to this Act, including a nonprofit hospital and medical organization subject to Title 24, chapter 19. It shall not include:

A. A foreign corporation; [PL 1977, c. 592, §12 (NEW).]

B. A corporation subject to the laws regulating banking and insurance companies; or [PL 1977, c. 592, §12 (NEW).]

C. An instrumentality, agency, political subdivision or body politic and corporate of the State. [PL 1977, c. 592, §12 (NEW).]

[PL 1977, c. 592, §12 (RPR).]

**4-A. Deliver; delivery.** "Deliver" or "delivery" means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery and electronic transmission.

[PL 2005, c. 302, §1 (NEW).]

**5. Director.** "Director" means one member of the board of directors.

[PL 1977, c. 525, §13 (NEW).]

**5-A. Domestic condominium corporation.**

[PL 1991, c. 780, Pt. U, §11 (RP); PL 1991, c. 837, Pt. A, §35 (RP).]

**5-B. Entity.** "Entity" has the same meaning as set out in Title 13-C, section 102, subsection 11.

[PL 2003, c. 344, Pt. B, §7 (NEW).]

**5-C. Electronic transmission.** "Electronic transmission" means any process of communication that does not directly involve the physical transfer of paper and that is suitable for the retention, retrieval and reproduction of information by the recipient.

[PL 2005, c. 302, §1 (NEW).]

**6. Foreign corporation.** "Foreign corporation" means a nonprofit corporation organized under laws other than the laws of this State.

[PL 1977, c. 525, §13 (NEW).]

**6-A. Individual.** "Individual" means a natural person.

[PL 2003, c. 344, Pt. B, §7 (NEW).]

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

[PL 1977, c. 525, §13 (NEW).]

**8. Member.** "Member" includes persons by whatever name designated, including incorporators, and means one having membership rights in a corporation in accordance with the provisions of its articles of incorporation or bylaws. In the case of a corporation without members entitled to vote, references in this Act to acts of members shall be taken to mean acts of directors.

[PL 1977, c. 592, §13 (AMD).]

**8-A. Mutual benefit corporation.** "Mutual benefit corporation" means a mutual benefit corporation described in section 1406 or a corporation formed as a mutual benefit corporation pursuant to chapter 4.

[PL 2001, c. 550, Pt. C, §6 (NEW); PL 2001, c. 550, Pt. C, §29 (AFF).]

**9. Nonprofit corporation.** "Nonprofit corporation" means a corporation, no part of the income or profit of which is distributable to its members, directors or officers.

[PL 1977, c. 525, §13 (NEW).]

**9-A. Person.** "Person" includes an individual and an entity.

[PL 2003, c. 344, Pt. B, §7 (NEW).]

**10. President.** "President" means the chief executive officer by whatever name known.

[PL 1977, c. 525, §13 (NEW).]

**10-A. Public benefit corporation.** "Public benefit corporation" means a public benefit corporation described in section 1406 or a domestic corporation formed as a public benefit corporation pursuant to chapter 4.

[PL 2001, c. 550, Pt. C, §7 (NEW); PL 2001, c. 550, Pt. C, §29 (AFF).]

**11. Secretary or clerk.** "Secretary or clerk" means the officer responsible for the keeping of records.

[PL 1977, c. 525, §13 (NEW).]

**11-A. Sign; signature.** "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

[PL 2005, c. 302, §1 (NEW).]

**12. Treasurer.** "Treasurer" means the chief fiscal officer.

[PL 1977, c. 525, §13 (NEW).]

## SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1977, c. 592, §§12,13 (AMD). PL 1991, c. 465, §26 (AMD). PL 1991, c. 780, §U11 (AMD). PL 1991, c. 837, §A35 (AMD). PL 2001, c. 550, §§C6,7 (AMD). PL 2001, c. 550, §C29 (AFF). PL 2003, c. 344, §B7 (AMD). PL 2005, c. 302, §1 (AMD).

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