



130th MAINE LEGISLATURE

FIRST REGULAR SESSION-2021

Legislative Document

No. 683

S.P. 271

In Senate, March 4, 2021

**An Act To Allow Maine Nonprofit Corporations To Hold Meetings
Electronically**

Received by the Secretary of the Senate on March 2, 2021. Referred to the Committee on Judiciary pursuant to Joint Rule 308.2 and ordered printed.

A handwritten signature in black ink, appearing to read 'D M Grant'.

DAREK M. GRANT
Secretary of the Senate

Presented by Senator STEWART of Aroostook.
Cosponsored by Senator: SANBORN of Cumberland, Representatives: DUCHARME of
Madison, WHITE of Waterville.

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

2 **Sec. 1. 13-B MRSA §602, sub-§1**, as enacted by PL 1977, c. 525, §13, is amended
3 to read:

4 **1. Where held; remote participation.** Meetings of members, if any, may be held at
5 such place, either within or without this State, as may be provided in the bylaws. In the
6 absence of any such provision, all meetings ~~shall~~ must be held at the registered office of
7 the corporation in this State or, in the sole discretion of the board of directors, a meeting
8 may be held entirely through means of remote communication without a specific site for
9 the meeting. The board of directors may, in its sole discretion, adopt guidelines and
10 procedures authorizing members who are not physically present at a meeting of members
11 to, by means of remote communication:

12 A. Participate in a meeting of members; and

13 B. Be deemed present in person and vote at a meeting of members, whether such
14 meeting is to be held at a designated place or entirely through means of remote
15 communication, only if:

16 (1) The corporation has implemented reasonable measures to verify each person
17 participating remotely is a member or proxy holder of a member;

18 (2) The corporation has implemented reasonable measures to provide the members
19 or their proxy holders a reasonable opportunity to participate in the meeting and to
20 vote on matters submitted to the members, including an opportunity to
21 communicate and to read or hear the proceedings of the meeting, substantially
22 concurrently with the proceedings; and

23 (3) If any member or proxy holder votes or takes other action at the meeting by
24 means of remote communication, a record of such vote or other action is
25 maintained by the corporation.

26 **Sec. 2. 13-B MRSA §604, sub-§5**, as enacted by PL 2019, c. 200, §2, is amended
27 to read:

28 **5. Voting by electronic transmission; voting remotely.** The bylaws may provide,
29 or the board of directors or members may determine, that some or all votes by members, as
30 well as actions taken in accordance with section 606, may be conducted by electronic
31 transmission under procedures established by the corporation. If the board of directors
32 adopts guidelines and procedures under section 602, subsection 1 authorizing members to
33 vote by means of remote communication, votes may be conducted remotely. A vote
34 conducted by electronic transmission or remotely must be filed with the minutes of
35 members' meetings and has the same effect as an in-person vote or a vote by proxy.

36 **SUMMARY**

37 This bill allows the board of directors of a nonprofit corporation to adopt guidelines
38 and procedures for remote meetings or to allow members to participate remotely.