

**§511. Clerk**

Each domestic corporation to which this Act applies shall maintain in this State a clerk, who is a natural person resident in this State. The clerk may be, but is not required to be, one of the directors or officers of the corporation, or the clerk may be a person holding no other position with the corporation. The clerk must be appointed by the corporation's board of directors unless the articles of incorporation reserve appointment of the clerk to the shareholders. The clerk of a corporation is not an officer but performs the functions provided in this Act. The duties of the clerk are ministerial only, and the clerk is not liable in that capacity for any liabilities of the corporation, including, but not limited to, debts, claims, taxes, fines or penalties. Unless otherwise provided by the bylaws, the clerk shall keep on file a list of all shareholders of the corporation and keep, in a book kept for that purpose, the records of all shareholders' meetings, including all records of all votes and minutes of the meetings. These records may be kept by the clerk at the clerk's address or another office of the corporation to which the clerk has ready access. The clerk may certify all votes, resolutions and actions of the shareholders and may certify all votes, resolutions and actions of the corporation's board of directors and its committees. [PL 2007, c. 323, Pt. C, §11 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

The articles of incorporation or bylaws may provide that changes in the clerk and election of a new clerk must be by vote of the shareholders. Unless the articles or bylaws expressly so provide, changes in the clerk and election of a new clerk must be by resolution of the board of directors. [PL 2007, c. 323, Pt. C, §11 (NEW); PL 2007, c. 323, Pt. G, §4 (AFF).]

The clerk required under this section is also governed by Title 5, chapter 6-A. [PL 2007, c. 535, Pt. B, §4 (NEW).]

**SECTION HISTORY**

PL 2007, c. 323, Pt. C, §11 (NEW). PL 2007, c. 323, Pt. G, §4 (AFF). PL 2007, c. 535, Pt. B, §4 (AMD).

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