



Sen. Julie A. Morrison

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10100HB0471sam002

LRB101 03392 LNS 74871 a

1 AMENDMENT TO HOUSE BILL 471

2 AMENDMENT NO. _____. Amend House Bill 471 by replacing
3 everything after the enacting clause with the following:

4 "Section 5. The Business Corporation Act of 1983 is amended
5 by changing Sections 7.05, 7.15, and 7.30 as follows:

6 (805 ILCS 5/7.05) (from Ch. 32, par. 7.05)

7 Sec. 7.05. Meetings of shareholders.

8 (a) Meetings of shareholders may be held either within or
9 without this State, as may be provided in the by-laws or in a
10 resolution of the board of directors pursuant to authority
11 granted in the by-laws. In the absence of any such provision,
12 all meetings shall be held at the registered office of the
13 corporation in this State. If, pursuant to the by-laws, the
14 board of directors is authorized to determine the place of a
15 meeting of shareholders, the board of directors may determine
16 that the meeting shall not be held at any place, but may

1 instead be held solely by means of remote communication as
2 authorized by subsection (c).

3 (b) An annual meeting of the shareholders shall be held at
4 such time as may be provided in the by-laws or in a resolution
5 of the board of directors pursuant to authority granted in the
6 by-laws. Failure to hold the annual meeting at the designated
7 time shall not work a forfeiture or dissolution of the
8 corporation nor affect the validity of corporate action. If an
9 annual meeting has not been held within the earlier of six
10 months after the end of the corporation's fiscal year or
11 fifteen months after its last annual meeting and if, after a
12 request in writing directed to the president of the
13 corporation, a notice of meeting is not given within 60 days of
14 such request, then any shareholder entitled to vote at an
15 annual meeting may apply to the circuit court of the county in
16 which the registered office or principal place of business of
17 the corporation is located for an order directing that the
18 meeting be held and fixing the time and place of the meeting.
19 The court may issue such additional orders as may be necessary
20 or appropriate for the holding of the meeting.

21 (c) Unless specifically prohibited by the articles of
22 incorporation or by-laws, a corporation may allow shareholders
23 to participate in and act at any meeting of the shareholders
24 through the use of a conference telephone or interactive
25 technology, including but not limited to electronic
26 transmission, Internet usage, or remote communication.

1 However, the corporation shall implement reasonable measures
2 to provide the shareholders a reasonable opportunity to
3 participate in the meeting and to vote on matters submitted to
4 the shareholders, including an opportunity to read or hear the
5 proceedings of the meeting substantially concurrently with the
6 proceedings. The corporation may implement reasonable measures
7 to verify that each person deemed present and entitled to vote
8 at the meeting by means of remote communication is a
9 shareholder. ~~by means of which all persons participating in~~
10 ~~the meeting can communicate with each other.~~

11 (d) A shareholder entitled to vote at a meeting of the
12 shareholders shall be permitted to attend the meeting at the
13 designated place where space permits or by means of remote
14 communication, as applicable, and subject to the corporation's
15 by-laws and rules governing the conduct of the meeting and the
16 power of the chairman to regulate the orderly conduct of the
17 meeting. Participation in such meeting shall constitute
18 attendance and presence in person at the meeting of the person
19 or persons so participating.

20 (e) Special meetings of the shareholders may be called by
21 the president, by the board of directors, by the holders of not
22 less than one-fifth of all the outstanding shares entitled to
23 vote on the matter for which the meeting is called or by such
24 other officers or persons as may be provided in the articles of
25 incorporation or the by-laws.

26 (Source: P.A. 94-655, eff. 1-1-06.)

1 (805 ILCS 5/7.15) (from Ch. 32, par. 7.15)

2 Sec. 7.15. Notice of shareholders' meetings. Written
3 notice stating the place, if any, day, and hour of the meeting,
4 and the means of remote communication, if any, by which
5 shareholders may be deemed to be present in person and vote at
6 the meeting, and, in the case of a special meeting, the purpose
7 or purposes for which the meeting is called, shall be delivered
8 not less than 10 nor more than 60 days before the date of the
9 meeting, or in the case of a merger, consolidation, share
10 exchange, dissolution or sale, lease or exchange of assets not
11 less than 20 nor more than 60 days before the date of the
12 meeting, either personally or by mail, by or at the direction
13 of the president, or the secretary, or the officer or persons
14 calling the meeting, to each shareholder of record entitled to
15 vote at such meeting. If mailed, such notice shall be deemed to
16 be delivered when deposited in the United States mail addressed
17 to the shareholder at his or her address as it appears on the
18 records of the corporation, with postage thereon prepaid.

19 (Source: P.A. 83-1025.)

20 (805 ILCS 5/7.30) (from Ch. 32, par. 7.30)

21 Sec. 7.30. Voting lists. The officer or agent having charge
22 of the transfer book for shares of a corporation shall make,
23 within 20 days after the record date for a meeting of
24 shareholders or 10 days before such meeting, whichever is

1 earlier, a complete list of the shareholders entitled to vote
2 at such meeting, arranged in alphabetical order, with the
3 address of and the number of shares held by each, which list,
4 for a period of 10 days prior to such meeting, shall be kept on
5 file ~~at the registered office of the corporation~~ and shall be
6 subject to inspection by any shareholder, and to copying at the
7 shareholder's expense, at the registered office of the
8 corporation at any time during usual business hours or on a
9 reasonably accessible electronic network, at the corporation's
10 election. If the corporation determines to make the list
11 available on an electronic network, the corporation may take
12 reasonable steps to ensure that such information is available
13 only to shareholders of the corporation. Such list shall also
14 be produced and kept open at the time and place of the meeting,
15 or on a reasonably accessible electronic network if the meeting
16 will be held solely by means of remote communication, and shall
17 be subject to the inspection of any shareholder during the
18 whole time of the meeting. The original share ledger or
19 transfer book, or a duplicate thereof kept in this State, shall
20 be prima facie evidence as to who are the shareholders entitled
21 to examine such list or share ledger or transfer book or to
22 vote at any meeting of shareholders.

23 Failure to comply with the requirements of this Section
24 shall not affect the validity of any action taken at such
25 meeting.

26 An officer or agent having charge of the transfer books who

1 shall fail to prepare the list of shareholders, or keep the
2 same on file for a period of 10 days, or produce and keep the
3 same open for inspection at the meeting, as provided in this
4 Section, shall be liable to any shareholder suffering damage on
5 account of such failure, to the extent of such damage.

6 (Source: P.A. 83-1025.)

7 Section 99. Effective date. This Act takes effect upon
8 becoming law.".