

WEST VIRGINIA LEGISLATURE

REGULAR SESSION, 1945



ENROLLED

HOUSE BILL No. 191

(By Mr. Messinger)



PASSED Feb 24 1945

In Effect 10 days from Passage

191

ENROLLED

House Bill No. 191

(By MR. SPEAKER, MR. AMOS)

[Passed February 21, 1945; in effect ninety days from passage.]

AN ACT to amend and reenact section sixty-eight, article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, relative to dispensing with notices of the time, place or purpose of any meeting of stockholders or directors of a corporation, and to permit corporate action by stockholders or directors without a meeting through written agreement.

Be it enacted by the Legislature of West Virginia:

That section sixty-eight, article one, chapter thirty-one of the code of West Virginia, one thousand nine hundred thirty-one, be amended and reenacted to read as follows:

Section 68. *Notice; Waiver; Action Without Meeting*

2 *Through Written Agreement.*—Notice of the time, place
3 or purpose of any meeting of stockholders or directors
4 whether required by the provisions of this article or by

5 the bylaws of the corporation may be dispensed with if
6 every stockholder shall attend either in person or by
7 proxy, or if every director shall attend in person, or if
8 every absent stockholder or director shall, in writing,
9 filed with the records of the meeting either before or after
10 the holding thereof, waive such notice. Whenever the
11 vote of stockholders at a meeting thereof is required or
12 permitted to be taken in connection with any corporate
13 action, the meeting and vote of such stockholders may be
14 dispensed with if all of the stockholders who would have
15 been entitled to vote upon the action, if such meeting were
16 held, shall agree in writing to such corporate action being
17 taken, and such agreement shall have like effect and va-
18 lidity as though the action were duly taken by the unani-
19 mous action of all stockholders entitled to vote at a meet-
20 ing of such stockholders duly called and legally held.
21 Whenever the vote of directors at a meeting thereof is
22 required or permitted to be taken in connection with any
23 corporate action, the meeting and vote of such directors
23 may be dispensed with if all the directors shall agree in
24 writing to such corporate action being taken, and such

25 agreement shall have like effect and validity as though the
26 action were duly taken by the unanimous action of all
27 directors at a meeting of such directors duly called and
28 legally held. In the event that the action, which is agreed
29 to as aforesaid, is such as would have required the filing
30 of a certificate under any provisions of law, if such action
31 had been voted upon by the stockholders or by the di-
32 rectors, at a meeting, the certificate filed under such sec-
33 tion shall state that written agreement has been exe-
34 cuted in lieu of stating that the stockholders voted upon
35 the corporate action in question, if such last-mentioned
36 statement is required thereby, and such certificate shall
37 have been taken by the unanimous vote of all the direc-
38 tors, or stockholders entitled to vote, at a meeting duly
39 called and legally held.

The Joint Committee on Enrolled Bills hereby certifies that the foregoing bill is correctly enrolled.

Charles C. Morris

Chairman Senate Committee

J. Ade Gristick
Chairman House Committee

Originated in the

House

Takes effect

90 days from

passage.

Howard Meyer
Clerk of the Senate

Atkiff
Clerk of the House of Delegates

Arnold M. Tucker
President of the Senate

John E. Ansel
Speaker House of Delegates

The within

Approved

this the

24th

day of

February

, 1945.

Walter D. Bland

Governor.



Filed in the office of the Secretary of State
of West Virginia FEB 24 1945