WEST VIRGINIA LEGISLATURE
REGULAR SESSION, 1945

ENROLLED

HOUSE BILL No. 191

(By Mr. Emest Hester)

PASSED February 26, 1945

In Effect 90 Days from Passage
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 or purpose of any meeting of stockholders or directors whether required by the provisions of this article or by
the bylaws of the corporation may be dispensed with if every stockholder shall attend either in person or by proxy, or if every director shall attend in person, or if every absent stockholder or director shall, in writing, filed with the records of the meeting either before or after the holding thereof, waive such notice. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of such stockholders may be dispensed with if all of the stockholders who would have been entitled to vote upon the action, if such meeting were held, shall agree in writing to such corporate action being taken, and such agreement shall have like effect and validity as though the action were duly taken by the unanimous action of all stockholders entitled to vote at a meeting of such stockholders duly called and legally held. Whenever the vote of directors at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of such directors may be dispensed with if all the directors shall agree in writing to such corporate action being taken, and such
agreement shall have like effect and validity as though the
action were duly taken by the unanimous action of all
directors at a meeting of such directors duly called and
legally held. In the event that the action, which is agreed
to as aforesaid, is such as would have required the filing
of a certificate under any provisions of law, if such action
had been voted upon by the stockholders or by the di-
rectors, at a meeting, the certificate filed under such sec-
tion shall state that written agreement has been exe-
cuted in lieu of stating that the stockholders voted upon
the corporate action in question, if such last-mentioned
statement is required thereby, and such certificate shall
have been taken by the unanimous vote of all the direc-
tors, or stockholders entitled to vote, at a meeting duly
called and legally held.
The Joint Committee on Enrolled Bills hereby certifies that the foregoing bill is correctly enrolled.

Charles O. Morris
Chairman Senate Committee

L. H. Crump
Chairman House Committee

Originated in the Senate

Takes effect 90 days from passage.

Howard McKee
Clerk of the Senate

Clerk of the House of Delegates

M. T. Jackson
President of the Senate

John C. Austin
Speaker House of Delegates

The within Approved this the 24th day of February, 1945.

Governor.