

House Bill 316

By: Representatives Willard of the 49th, Jacobs of the 80th, Atwood of the 179th, Pak of the 102nd, Cooper of the 41st, and others

A BILL TO BE ENTITLED
AN ACT

1 To amend Part 6 of Article 4 of Chapter 3 of Title 46 of the Official Code of Georgia
2 Annotated, relating to directors and officers of electric membership corporations, so as to
3 provide that meetings of such directors or officers shall be subject to provisions relating to
4 open and public meetings; to provide that records of such organizations shall be subject to
5 public inspection; to provide an effective date; to repeal conflicting laws; and for other
6 purposes.

7 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

8 **SECTION 1.**

9 Part 6 of Article 4 of Chapter 3 of Title 46 of the Official Code of Georgia Annotated,
10 relating to directors and officers of electric membership corporations, is amended by revising
11 Code Section 46-3-298, relating to place, time, and notice of directors' meetings, waiver of
12 notice, adjournment of meetings, and manner of calling meetings, as follows:

13 "46-3-298.

14 (a) ~~All Unless the articles of incorporation or bylaws otherwise provide,~~ meetings of the
15 board of directors, whether regular or special, ~~may be held either within or outside of this~~
16 ~~state shall be subject to Chapter 14 of Title 50.~~ The time and place for holding meetings
17 of the board of directors may be fixed by or under the bylaws or, if not so fixed, by the
18 board.

19 (b) Regular meetings of the board of directors may be held ~~with or without notice,~~ as
20 prescribed in the articles of incorporation or bylaws or in a standing resolution of the board
21 of directors. Special meetings of the board of directors may be held upon such notice as
22 is prescribed ~~in~~ by law and the articles of incorporation or the bylaws. Unless otherwise
23 prescribed in the articles of incorporation or bylaws, written notice of the time and place
24 of special meetings of the board of directors shall be given to each director either by
25 personal delivery or by mail, telegram, or cablegram at least two days before the meeting.

26 (c) Notice of a meeting of the board of directors need not be given to any director who
 27 signs a waiver of notice either before or after the meeting. Attendance of a director at a
 28 meeting shall constitute a waiver of notice of such meeting and waiver of any and all
 29 objections to the place of the meeting, the time of the meeting, or the manner in which it
 30 has been called or convened, except when a director states, at the beginning of the meeting,
 31 any such objection or objections to the transaction of business.

32 (d) Neither the business to be transacted at nor the purpose of any regular or special
 33 meeting of the board of directors need be specified in the notice or waiver of notice of such
 34 meeting unless required by the articles of incorporation or bylaws; provided, however, that
 35 the requirements of subsection (e) of Code Section 50-14-1 shall be met.

36 (e) A majority of the directors present, whether or not a quorum exists, may adjourn any
 37 meeting of the board of directors to another time and place, subject to the requirements of
 38 Code Section 50-14-1. Unless the articles of incorporation or bylaws otherwise provide,
 39 notice of any such adjourned meeting shall be given to the directors who were not present
 40 at the time of the adjournment and, unless the time and place of the adjourned meeting are
 41 announced at the time of the adjournment, to the other directors.

42 (f) Meetings of the board of directors may be called by the ~~chairman~~ chairperson of the
 43 board, by the president, by 25 percent of the directors then in office, or by any other person
 44 or persons authorized by the articles of incorporation or bylaws."

45 SECTION 2.

46 Said part is further amended by reserving Code Section 46-3-199, relating to action by
 47 directors without a meeting, as follows:

48 "46-3-299.

49 ~~Unless otherwise provided by the articles of incorporation or bylaws, any~~ Any action
 50 required by this article to be taken at a meeting of the directors of an electric membership
 51 corporation or any action which may be taken at a meeting of the directors or of a
 52 committee ~~may~~ shall be taken ~~without a~~ at an open meeting ~~if written consent setting forth~~
 53 ~~the action so taken is signed by all the directors or by all of the members of the committee,~~
 54 ~~as the case may be, and is filed with the minutes of the proceedings of the board or the~~
 55 ~~committee. Such consent shall have the same force and effect as a unanimous vote and~~
 56 ~~may be stated as such in any articles or document filed with the Secretary of State under~~
 57 ~~this article~~ subject to the provisions of Chapter 14 of Title 50."

58 SECTION 3.

59 This Act shall become effective upon its approval by the Governor or upon its becoming law
 60 without such approval.

61

SECTION 4.

62 All laws and parts of laws in conflict with this Act are repealed.