
ENGROSSED SUBSTITUTE SENATE BILL 6028

State of Washington

66th Legislature

2020 Regular Session

By Senate Law & Justice (originally sponsored by Senators Pedersen, Padden, Dhingra, Holy, Kuderer, and Wilson, C.; by request of Uniform Law Commission)

READ FIRST TIME 01/17/20.

1 AN ACT Relating to adoption of the uniform electronic
2 transactions act and aligning statutory provisions relating to
3 signatures, declarations, and documents; amending RCW 4.92.100,
4 5.50.010, 5.50.030, 9.38.060, 10.79.080, 18.27.114, 18.64.550,
5 23.95.105, 23.95.200, 23.95.265, 23.95.420, 23.95.450, 23B.01.200,
6 23B.01.230, 23B.01.240, 23B.01.250, 23B.01.290, 23B.01.400,
7 23B.01.410, 23B.01.420, 23B.02.050, 23B.06.200, 23B.06.250,
8 23B.06.260, 23B.06.300, 23B.07.010, 23B.07.020, 23B.07.035,
9 23B.07.040, 23B.07.060, 23B.07.200, 23B.07.220, 23B.07.240,
10 23B.07.300, 23B.07.310, 23B.07.320, 23B.08.070, 23B.08.210,
11 23B.08.230, 23B.08.240, 23B.08.430, 23B.08.530, 23B.09.020,
12 23B.09.030, 23B.09.040, 23B.09.060, 23B.13.030, 23B.13.210,
13 23B.13.260, 23B.13.270, 23B.15.090, 23B.16.010, 23B.16.020,
14 23B.16.200, 23B.25.040, 23B.25.070, 23B.30.070, 25.10.011, 25.15.006,
15 26.52.030, 41.05.014, 58.09.050, 58.09.110, 69.41.041, 69.41.055, and
16 74.08.055; reenacting and amending RCW 19.09.020, 23B.16.030, and
17 24.03.005; adding a new chapter to Title 1 RCW; and repealing RCW
18 19.360.010, 19.360.020, 19.360.030, 19.360.040, 19.360.050,
19 19.360.060, 19.400.010, 19.400.020, and 19.400.030.

20 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF WASHINGTON:

1 NEW SECTION. **Sec. 1.** SHORT TITLE. This chapter may be known and
2 cited as the uniform electronic transactions act.

3 NEW SECTION. **Sec. 2.** DEFINITIONS. The definitions in this
4 section apply throughout this chapter unless the context clearly
5 requires otherwise.

6 (1) "Agreement" means the bargain of the parties in fact, as
7 found in their language or inferred from other circumstances and from
8 rules, regulations, and procedures given the effect of agreements
9 under laws otherwise applicable to a particular transaction.

10 (2) "Automated transaction" means a transaction conducted or
11 performed, in whole or in part, by electronic means or electronic
12 records, in which the acts or records of one or both parties are not
13 reviewed by an individual in the ordinary course in forming a
14 contract, performing under an existing contract, or fulfilling an
15 obligation required by the transaction.

16 (3) "Blockchain" means a cryptographically secured,
17 chronological, and decentralized consensus ledger or consensus
18 database maintained via internet, peer-to-peer network, or other
19 similar interaction.

20 (4) "Computer program" means a set of statements or instructions
21 to be used directly or indirectly in an information processing system
22 in order to bring about a certain result.

23 (5) "Contract" means the total legal obligation resulting from
24 the parties' agreement as affected by this chapter and other
25 applicable law.

26 (6) "Distributed ledger technology" means any distributed ledger
27 protocol and supporting infrastructure, including blockchain, that
28 uses a distributed, decentralized, shared, and replicated ledger.

29 (7) "Electronic" means relating to technology having electrical,
30 digital, magnetic, wireless, optical, electromagnetic, or similar
31 capabilities, including without limitation blockchain and distributed
32 ledger technology.

33 (8) "Electronic agent" means a computer program or an electronic
34 or other automated means used independently to initiate an action or
35 respond to electronic records or performances in whole or in part,
36 without review or action by an individual.

37 (9) "Electronic record" means a record created, generated, sent,
38 communicated, received, or stored by electronic means.

1 (10) "Electronic signature" means an electronic sound, symbol, or
2 process attached to or logically associated with a record and
3 executed or adopted by a person with the intent to sign the record.

4 (11) "Governmental agency" means an executive, legislative, or
5 judicial agency, department, board, commission, authority,
6 institution, or instrumentality of the federal government or of a
7 state or of a county, municipality, or other political subdivision of
8 a state.

9 (12) "Information" means data, text, images, sounds, codes,
10 computer programs, software, databases, or the like.

11 (13) "Information processing system" means an electronic system
12 for creating, generating, sending, receiving, storing, displaying, or
13 processing information.

14 (14) "Person" means an individual, corporation, business trust,
15 estate, trust, partnership, limited liability company, association,
16 joint venture, governmental agency, public corporation, or any other
17 legal or commercial entity.

18 (15) "Record" means information that is inscribed on a tangible
19 medium or that is stored in an electronic or other medium and is
20 retrievable in perceivable form.

21 (16) "Security procedure" means a procedure employed for the
22 purpose of verifying that an electronic signature, record, or
23 performance is that of a specific person or for detecting changes or
24 errors in the information in an electronic record. The term includes
25 a procedure that requires the use of algorithms or other codes,
26 identifying words or numbers, encryption, or callback or other
27 acknowledgment procedures.

28 (17) "State" means a state of the United States, the District of
29 Columbia, Puerto Rico, the United States Virgin Islands, or any
30 territory or insular possession subject to the jurisdiction of the
31 United States. The term includes an Indian tribe or band, or Alaskan
32 native village, which is recognized by federal law or formally
33 acknowledged by a state.

34 (18) "Transaction" means an action or set of actions occurring
35 between two or more persons relating to the conduct of business,
36 commercial, or governmental affairs.

37 NEW SECTION. **Sec. 3.** SCOPE. (1) Except as otherwise provided in
38 subsection (2) of this section, this chapter applies to electronic
39 records and electronic signatures relating to a transaction.

1 (2) This chapter does not apply to a transaction to the extent it
2 is governed by:

3 (a) A law governing the creation and execution of wills,
4 codicils, or testamentary trusts; and

5 (b) Title 62A RCW other than RCW 62A.1-306 and chapters 62A.2 and
6 62A.2A RCW.

7 (3) This chapter applies to an electronic record or electronic
8 signature otherwise excluded from the application of this chapter
9 under subsection (2) of this section to the extent it is governed by
10 a law other than those specified in subsection (2) of this section.

11 (4) A transaction subject to this chapter is also subject to
12 other applicable substantive law.

13 NEW SECTION. **Sec. 4.** PROSPECTIVE APPLICATION. This chapter
14 applies to any electronic record or electronic signature created,
15 generated, sent, communicated, received, or stored on or after the
16 effective date of this section.

17 NEW SECTION. **Sec. 5.** USE OF ELECTRONIC RECORDS AND ELECTRONIC
18 SIGNATURES—VARIATION BY AGREEMENT. (1) This chapter does not require
19 a record or signature to be created, generated, sent, communicated,
20 received, stored, or otherwise processed or used by electronic means
21 or in electronic form.

22 (2) This chapter applies only to transactions between parties
23 each of which has agreed to conduct transactions by electronic means.
24 Whether the parties agree to conduct a transaction by electronic
25 means is determined from the context and surrounding circumstances,
26 including the parties' conduct.

27 (3) A party that agrees to conduct a transaction by electronic
28 means may refuse to conduct other transactions by electronic means.
29 The right granted by this subsection may not be waived by agreement.

30 (4) Except as otherwise provided in this chapter, the effect of
31 any of its provisions may be varied by agreement. The presence in
32 certain provisions of this chapter of the words "unless otherwise
33 agreed," or words of similar import, does not imply that the effect
34 of other provisions may not be varied by agreement.

35 (5) Whether an electronic record or electronic signature has
36 legal consequences is determined by this chapter and other applicable
37 law.

1 NEW SECTION. **Sec. 6.** CONSTRUCTION AND APPLICATION. This chapter
2 must be construed and applied:

3 (1) To facilitate electronic transactions consistent with other
4 applicable law;

5 (2) To be consistent with reasonable practices concerning
6 electronic transactions and with the continued expansion of those
7 practices; and

8 (3) To effectuate its general purpose to make uniform the law
9 with respect to the subject of this chapter among states enacting it.

10 NEW SECTION. **Sec. 7.** LEGAL RECOGNITION OF ELECTRONIC RECORDS,
11 ELECTRONIC SIGNATURES, AND ELECTRONIC CONTRACTS. (1) A record or
12 signature may not be denied legal effect or enforceability solely
13 because it is in electronic form.

14 (2) A contract may not be denied legal effect or enforceability
15 solely because an electronic record was used in its formation.

16 (3) If a law requires a record to be in writing, an electronic
17 record satisfies the law.

18 (4) If a law requires a signature, an electronic signature
19 satisfies the law.

20 NEW SECTION. **Sec. 8.** PROVISION OF INFORMATION IN WRITING—
21 PRESENTATION OF RECORDS. (1) If parties have agreed to conduct a
22 transaction by electronic means and a law requires a person to
23 provide, send, or deliver information in writing to another person,
24 the requirement is satisfied if the information is provided, sent, or
25 delivered, as the case may be, in an electronic record capable of
26 retention by the recipient at the time of receipt. An electronic
27 record is not capable of retention by the recipient if the sender or
28 its information processing system inhibits the ability of the
29 recipient to print or store the electronic record.

30 (2) If a law other than this chapter requires a record (a) to be
31 posted or displayed in a certain manner, (b) to be sent,
32 communicated, or transmitted by a specified method, or (c) to contain
33 information that is formatted in a certain manner, the following
34 rules apply:

35 (i) The record must be posted or displayed in the manner
36 specified in the other law.

1 (ii) Except as otherwise provided in subsection (4)(b) of this
2 section, the record must be sent, communicated, or transmitted by the
3 method specified in the other law.

4 (iii) The record must contain the information formatted in the
5 manner specified in the other law.

6 (3) If a sender inhibits the ability of a recipient to store or
7 print an electronic record, the electronic record is not enforceable
8 against the recipient.

9 (4) The requirements of this section may not be varied by
10 agreement, but:

11 (a) To the extent a law other than this chapter requires
12 information to be provided, sent, or delivered in writing but permits
13 that requirement to be varied by agreement, the requirement under
14 subsection (1) of this section that the information be in the form of
15 an electronic record capable of retention may also be varied by
16 agreement; and

17 (b) A requirement under a law other than this chapter to send,
18 communicate, or transmit a record by regular United States mail may
19 be varied by agreement to the extent permitted by the other law.

20 NEW SECTION. **Sec. 9.** ATTRIBUTION AND EFFECT OF ELECTRONIC
21 RECORD AND ELECTRONIC SIGNATURE. (1) An electronic record or
22 electronic signature is attributable to a person if it was the act of
23 the person. The act of the person may be shown in any manner,
24 including a showing of the efficacy of any security procedure applied
25 to determine the person to which the electronic record or electronic
26 signature was attributable.

27 (2) The effect of an electronic record or electronic signature
28 attributed to a person under subsection (1) of this section is
29 determined from the context and surrounding circumstances at the time
30 of its creation, execution, or adoption, including the parties'
31 agreement, if any, and otherwise as provided by law.

32 NEW SECTION. **Sec. 10.** EFFECT OF CHANGE OR ERROR. If a change or
33 error in an electronic record occurs in a transmission between
34 parties to a transaction, the following rules apply:

35 (1) If the parties have agreed to use a security procedure to
36 detect changes or errors and one party has conformed to the
37 procedure, but the other party has not, and the nonconforming party
38 would have detected the change or error had that party also

1 conformed, the conforming party may avoid the effect of the changed
2 or erroneous electronic record.

3 (2) In an automated transaction involving an individual, the
4 individual may avoid the effect of an electronic record that resulted
5 from an error made by the individual in dealing with the electronic
6 agent of another person if the electronic agent did not provide an
7 opportunity for the prevention or correction of the error and, at the
8 time the individual learns of the error, the individual:

9 (a) Promptly notifies the other person of the error and that the
10 individual did not intend to be bound by the electronic record
11 received by the other person;

12 (b) Takes reasonable steps, including steps that conform to the
13 other person's reasonable instructions, to return to the other person
14 or, if instructed by the other person, to destroy the consideration
15 received, if any, as a result of the erroneous electronic record; and

16 (c) Has not used or received any benefit or value from the
17 consideration, if any, received from the other person.

18 (3) If neither subsection (1) of this section nor subsection (2)
19 of this section applies, the change or error has the effect provided
20 by other law, including the law of mistake, and the parties'
21 contract, if any.

22 (4) Subsections (2) and (3) of this section may not be varied by
23 agreement.

24 NEW SECTION. **Sec. 11.** NOTARIZATION AND ACKNOWLEDGMENT. If a law
25 requires a signature or record to be notarized, acknowledged,
26 verified, or made under oath, the requirement is satisfied if the
27 electronic signature of the person authorized to perform those acts,
28 together with all other information required to be included by other
29 applicable law, is attached to or logically associated with the
30 signature or record.

31 NEW SECTION. **Sec. 12.** RETENTION OF ELECTRONIC RECORDS—
32 ORIGINALS. (1) If a law requires that a record be retained, the
33 requirement is satisfied by retaining an electronic record of the
34 information in the record which:

35 (a) Accurately reflects the information set forth in the record
36 after it was first generated in its final form as an electronic
37 record or otherwise; and

38 (b) Remains accessible for later reference.

1 (2) A requirement to retain a record in accordance with
2 subsection (1) of this section does not apply to any information the
3 sole purpose of which is to enable the record to be sent,
4 communicated, or received.

5 (3) A person may satisfy subsection (1) of this section by using
6 the services of another person if the requirements of that subsection
7 are satisfied.

8 (4) If a law requires a record to be presented or retained in its
9 original form, or provides consequences if the record is not
10 presented or retained in its original form, that law is satisfied by
11 an electronic record retained in accordance with subsection (1) of
12 this section.

13 (5) If a law requires retention of a check, that requirement is
14 satisfied by retention of an electronic record of the information on
15 the front and back of the check in accordance with subsection (1) of
16 this section.

17 (6) A record retained as an electronic record in accordance with
18 subsection (1) of this section satisfies a law requiring a person to
19 retain a record for evidentiary, audit, or like purposes, unless a
20 law enacted after the effective date of this section specifically
21 prohibits the use of an electronic record for the specified purpose.

22 (7) This section does not preclude a governmental agency of this
23 state from specifying additional requirements for the retention of a
24 record subject to the agency's jurisdiction.

25 NEW SECTION. **Sec. 13.** ADMISSIBILITY IN EVIDENCE. In a
26 proceeding, evidence of a record or signature may not be excluded
27 solely because it is in electronic form.

28 NEW SECTION. **Sec. 14.** AUTOMATED TRANSACTION. In an automated
29 transaction, the following rules apply:

30 (1) A contract may be formed by the interaction of electronic
31 agents of the parties, even if no individual was aware of or reviewed
32 the electronic agents' actions or the resulting terms and agreements.

33 (2) A contract may be formed by the interaction of an electronic
34 agent and an individual, acting on the individual's own behalf or for
35 another person, including by an interaction in which the individual
36 performs actions that the individual is free to refuse to perform and
37 which the individual knows or has reason to know will cause the
38 electronic agent to complete the transaction or performance.

1 (3) The terms of the contract are determined by the substantive
2 law applicable to it.

3 NEW SECTION. **Sec. 15.** TIME AND PLACE OF SENDING AND RECEIPT.

4 (1) Unless otherwise agreed between the sender and the recipient, an
5 electronic record is sent when it:

6 (a) Is addressed properly or otherwise directed properly to an
7 information processing system that the recipient has designated or
8 uses for the purpose of receiving electronic records or information
9 of the type sent and from which the recipient is able to retrieve the
10 electronic record;

11 (b) Is in a form capable of being processed by that system; and

12 (c) Enters an information processing system outside the control
13 of the sender or of a person that sent the electronic record on
14 behalf of the sender or enters a region of the information processing
15 system designated or used by the recipient which is under the control
16 of the recipient.

17 (2) Unless otherwise agreed between a sender and the recipient,
18 an electronic record is received when:

19 (a) It enters an information processing system that the recipient
20 has designated or uses for the purpose of receiving electronic
21 records or information of the type sent and from which the recipient
22 is able to retrieve the electronic record; and

23 (b) It is in a form capable of being processed by that system.

24 (3) Subsection (2) of this section applies even if the place the
25 information processing system is located is different from the place
26 the electronic record is deemed to be received under subsection (4)
27 of this section.

28 (4) Unless otherwise expressly provided in the electronic record
29 or agreed between the sender and the recipient, an electronic record
30 is deemed to be sent from the sender's place of business and to be
31 received at the recipient's place of business. For purposes of this
32 subsection, the following rules apply:

33 (a) If the sender or recipient has more than one place of
34 business, the place of business of that person is the place having
35 the closest relationship to the underlying transaction.

36 (b) If the sender or the recipient does not have a place of
37 business, the place of business is the sender's or recipient's
38 residence, as the case may be.

1 (5) An electronic record is received under subsection (2) of this
2 section even if no individual is aware of its receipt.

3 (6) Receipt of an electronic acknowledgment from an information
4 processing system described in subsection (2) of this section
5 establishes that a record was received but, by itself, does not
6 establish that the content sent corresponds to the content received.

7 (7) If a person is aware that an electronic record purportedly
8 sent under subsection (1) of this section, or purportedly received
9 under subsection (2) of this section, was not actually sent or
10 received, the legal effect of the sending or receipt is determined by
11 other applicable law. Except to the extent permitted by the other
12 law, the requirements of this subsection may not be varied by
13 agreement.

14 NEW SECTION. **Sec. 16.** TRANSFERABLE RECORDS. (1) In this
15 section, "transferable record" means an electronic record that:

16 (a) Would be a note under chapter 62A.3 RCW or a document under
17 chapter 62A.7 RCW if the electronic record were in writing; and

18 (b) The issuer of the electronic record expressly has agreed is a
19 transferable record.

20 (2) A person has control of a transferable record if a system
21 employed for evidencing the transfer of interests in the transferable
22 record reliably establishes that person as the person to which the
23 transferable record was issued or transferred.

24 (3) A system satisfies subsection (2) of this section, and a
25 person is deemed to have control of a transferable record, if the
26 transferable record is created, stored, and assigned in such a manner
27 that:

28 (a) A single authoritative copy of the transferable record exists
29 which is unique, identifiable, and, except as otherwise provided in
30 (d), (e), and (f) of this subsection, unalterable;

31 (b) The authoritative copy identifies the person asserting
32 control as:

33 (i) The person to which the transferable record was issued; or

34 (ii) If the authoritative copy indicates that the transferable
35 record has been transferred, the person to which the transferable
36 record was most recently transferred;

37 (c) The authoritative copy is communicated to and maintained by
38 the person asserting control or its designated custodian;

1 (d) Copies or revisions that add or change an identified assignee
2 of the authoritative copy can be made only with the consent of the
3 person asserting control;

4 (e) Each copy of the authoritative copy and any copy of a copy is
5 readily identifiable as a copy that is not the authoritative copy;
6 and

7 (f) Any revision of the authoritative copy is readily
8 identifiable as authorized or unauthorized.

9 (4) Except as otherwise agreed, a person having control of a
10 transferable record is the holder, as defined in RCW
11 62A.1-201(b)(21), of the transferable record and has the same rights
12 and defenses as a holder of an equivalent record or writing under the
13 uniform commercial code including, if the applicable statutory
14 requirements under RCW 62A.3-302(a), 62A.7-501, or 62A.9A-330 are
15 satisfied, the rights and defenses of a holder in due course, a
16 holder to which a negotiable document of title has been duly
17 negotiated, or a purchaser, respectively. Delivery, possession, and
18 endorsement are not required to obtain or exercise any of the rights
19 under this subsection.

20 (5) Except as otherwise agreed, an obligor under a transferable
21 record has the same rights and defenses as an equivalent obligor
22 under equivalent records or writings under the uniform commercial
23 code.

24 (6) If requested by a person against which enforcement is sought,
25 the person seeking to enforce the transferable record shall provide
26 reasonable proof that the person is in control of the transferable
27 record. Proof may include access to the authoritative copy of the
28 transferable record and related business records sufficient to review
29 the terms of the transferable record and to establish the identity of
30 the person having control of the transferable record.

31 NEW SECTION. **Sec. 17.** CREATION AND RETENTION OF ELECTRONIC
32 RECORDS AND CONVERSION OF WRITTEN RECORDS BY GOVERNMENTAL AGENCIES.
33 Each governmental agency of this state shall determine whether, and
34 the extent to which, a governmental agency will create and retain
35 electronic records and convert written records to electronic records.

36 NEW SECTION. **Sec. 18.** ACCEPTANCE AND DISTRIBUTION OF ELECTRONIC
37 RECORDS BY GOVERNMENTAL AGENCIES. (1) Except as otherwise provided in
38 section 12(6) of this act, each governmental agency of this state

1 shall determine whether, and the extent to which, a governmental
2 agency will send and accept electronic records and electronic
3 signatures to and from other persons and otherwise create, generate,
4 communicate, store, process, use, and rely upon electronic records
5 and electronic signatures.

6 (2) To the extent that a governmental agency uses electronic
7 records and electronic signatures under subsection (1) of this
8 section, the governmental agency, giving due consideration to
9 security, may specify:

10 (a) The manner and format in which the electronic records must be
11 created, generated, sent, communicated, received, and stored and the
12 systems established for those purposes;

13 (b) If electronic records must be signed by electronic means, the
14 type of electronic signature required, the manner and format in which
15 the electronic signature must be affixed to the electronic record,
16 and the identity of, or criteria that must be met by, any third party
17 used by a person filing a document to facilitate the process;

18 (c) Control processes and procedures as appropriate to ensure
19 adequate preservation, disposition, integrity, security,
20 confidentiality, and auditability of electronic records; and

21 (d) Any other required attributes for electronic records which
22 are specified for corresponding nonelectronic records or reasonably
23 necessary under the circumstances.

24 (3) Except as otherwise provided in section 12(6) of this act,
25 this chapter does not require a governmental agency of this state to
26 use or permit the use of electronic records or electronic signatures.

27 NEW SECTION. **Sec. 19.** INTEROPERABILITY. The governmental agency
28 of this state which adopts standards pursuant to section 18 of this
29 act may encourage and promote consistency and interoperability with
30 similar requirements adopted by other governmental agencies of this
31 and other states and the federal government and nongovernmental
32 persons interacting with governmental agencies of this state. If
33 appropriate, those standards may specify differing levels of
34 standards from which governmental agencies of this state may choose
35 in implementing the most appropriate standard for a particular
36 application.

37 NEW SECTION. **Sec. 20.** RELATION TO ELECTRONIC SIGNATURES IN
38 GLOBAL AND NATIONAL COMMERCE ACT. This chapter modifies, limits, and

1 supersedes the electronic signatures in global and national commerce
2 act, 15 U.S.C. Sec. 7001 et seq., but does not modify, limit, or
3 supersede section 101(c) of that act, 15 U.S.C. Sec. 7001(c), or
4 authorize electronic delivery of any of the notices described in
5 section 103(b) of that act, 15 U.S.C. Sec. 7003(b).

6 **Sec. 21.** RCW 4.92.100 and 2013 c 188 s 1 are each amended to
7 read as follows:

8 (1) All claims against the state, or against the state's
9 officers, employees, or volunteers, acting in such capacity, for
10 damages arising out of tortious conduct, must be presented to the
11 office of risk management. A claim is deemed presented when the claim
12 form is delivered in person or by regular mail, registered mail, or
13 certified mail, with return receipt requested, or as an attachment to
14 (~~electronic mail~~) email or by fax, to the office of risk
15 management. For claims for damages presented after July 26, 2009, all
16 claims for damages must be presented on the standard tort claim form
17 that is maintained by the office of risk management. The standard
18 tort claim form must be posted on the department of enterprise
19 services' web site.

20 (a) The standard tort claim form must, at a minimum, require the
21 following information:

22 (i) The claimant's name, date of birth, and contact information;

23 (ii) A description of the conduct and the circumstances that
24 brought about the injury or damage;

25 (iii) A description of the injury or damage;

26 (iv) A statement of the time and place that the injury or damage
27 occurred;

28 (v) A listing of the names of all persons involved and contact
29 information, if known;

30 (vi) A statement of the amount of damages claimed; and

31 (vii) A statement of the actual residence of the claimant at the
32 time of presenting the claim and at the time the claim arose.

33 (b) (i) The standard tort claim form must be signed either:

34 (A) By the claimant, verifying the claim;

35 (B) Pursuant to a written power of attorney, by the attorney-in-
36 fact for the claimant;

37 (C) By an attorney admitted to practice in Washington state on
38 the claimant's behalf; or

1 (D) By a court-approved guardian or guardian ad litem on behalf
2 of the claimant.

3 (ii) For the purpose of this subsection (1)(b), when the claim
4 form is presented electronically it must bear an electronic signature
5 in lieu of a written original signature. (~~An electronic signature~~
6 ~~means a facsimile of an original signature that is affixed to the~~
7 ~~claim form and executed or adopted by the person with the intent to~~
8 ~~sign the document.~~)

9 (iii) When an electronic signature is used and the claim is
10 submitted as an attachment to (~~electronic mail~~) email, the
11 conveyance of that claim must include the date, time the claim was
12 presented, and the internet provider's address from which it was
13 sent. The attached claim form must be a format approved by the office
14 of risk management.

15 (iv) When an electronic signature is used and the claim is
16 submitted via a facsimile machine, the conveyance must include the
17 date, time the claim was submitted, and the fax number from which it
18 was sent.

19 (v) In the event of a question on an electronic signature, the
20 claimant shall have an opportunity to cure and the cured notice shall
21 relate back to the date of the original filing.

22 (c) The amount of damages stated on the claim form is not
23 admissible at trial.

24 (2) The state shall make available the standard tort claim form
25 described in this section with instructions on how the form is to be
26 presented and the name, address, and business hours of the office of
27 risk management. The standard tort claim form must not list the
28 claimant's social security number and must not require information
29 not specified under this section. The claim form and the instructions
30 for completing the claim form must provide the United States mail,
31 physical, and electronic addresses and numbers where the claim can be
32 presented.

33 (3) With respect to the content of claims under this section and
34 all procedural requirements in this section, this section must be
35 liberally construed so that substantial compliance will be deemed
36 satisfactory.

37 **Sec. 22.** RCW 5.50.010 and 2019 c 232 s 1 are each amended to
38 read as follows:

39 In this chapter:

1 (1) "Law" includes a statute, judicial decision or order, rule of
2 court, executive order, and administrative rule, regulation, or
3 order.

4 (2) "Record" means information that is inscribed on a tangible
5 medium or that is stored in an electronic or other medium and is
6 retrievable in perceivable form.

7 (3) "Sign" means, with present intent to authenticate or adopt a
8 record:

9 (a) To execute or adopt a tangible symbol;

10 (b) To attach to or logically associate with the record an
11 electronic symbol, sound, or process;

12 (c) To affix or place the declarant's signature as defined in RCW
13 9A.04.110 on the record;

14 (d) (~~To attach or logically associate the declarant's digital~~
15 ~~signature or electronic signature as defined in RCW 19.34.020 to the~~
16 ~~record;~~

17 ~~(e))~~ To affix or logically associate the declarant's signature
18 in the manner described in general rule 30 to the record if he or she
19 is a licensed attorney; or

20 ~~((f))~~ (e) To affix or logically associate the declarant's full
21 name, department or agency, and badge or personnel number to any
22 record that is electronically submitted to a court, a prosecutor, or
23 a magistrate from an electronic device that is owned, issued, or
24 maintained by a criminal justice agency if the declarant is a law
25 enforcement officer.

26 (4) "Sworn declaration" means a declaration in a signed record
27 given under oath. The term includes a sworn statement, verification,
28 certificate, and affidavit.

29 (5) "Unsworn declaration" means a declaration in a signed record
30 not given under oath but given under penalty of perjury. The term
31 includes an unsworn statement, verification, and certificate.

32 **Sec. 23.** RCW 5.50.030 and 2011 c 22 s 4 are each amended to read
33 as follows:

34 (1) Except as otherwise provided in subsection (2) of this
35 section, if a law of this state requires or permits use of a sworn
36 declaration, an unsworn declaration meeting the requirements of this
37 chapter has the same effect as a sworn declaration.

38 (2) This chapter does not apply to:

39 (a) A deposition;

- 1 (b) An oath of office;
- 2 (c) An oath required to be given before a specified official
- 3 other than a notary public; or
- 4 (d) A declaration to be recorded pursuant to Title 64 or 65
- 5 RCW(~~;~~~~or~~
- 6 ~~(e) An oath required by RCW 11.20.020))~~).

7 **Sec. 24.** RCW 9.38.060 and 2019 c 132 s 1 are each amended to
8 read as follows:

9 (1) A person shall not knowingly misrepresent the person's
10 identity or authorization to obtain a public key certificate used to
11 reference a private key for creating a digital signature.

12 (2) A person shall not knowingly forge ((a)) an electronic or
13 digital signature.

14 (3) A person shall not knowingly present a public key certificate
15 for which the person is not the owner of the corresponding private
16 key in order to obtain unauthorized access to information or engage
17 in an unauthorized transaction.

18 (4) A person who violates this section is guilty of a class C
19 felony punishable under chapter 9A.20 RCW.

20 (5) (a) "Digital signature" means an electronic signature that is
21 a transformation of a message using an asymmetric cryptosystem such
22 that a person who has the initial message and the signer's public key
23 can accurately determine whether the:

24 ((a)) (i) Transformation was created using the private key that
25 corresponds to the signer's public key; and

26 ((b)) (ii) Initial message has been altered since the
27 transformation was made.

28 (b) "Electronic signature" has the meaning provided in section 2
29 of this act.

30 **Sec. 25.** RCW 10.79.080 and 1983 1st ex.s. c 42 s 3 are each
31 amended to read as follows:

32 (1) No person may be subjected to a body cavity search by or at
33 the direction of a law enforcement agency unless a search warrant is
34 issued pursuant to superior court criminal rules.

35 (2) No law enforcement officer may seek a warrant for a body
36 cavity search without first obtaining specific authorization for the
37 body cavity search from the ranking shift supervisor of the law
38 enforcement authority. Authorization for the body cavity search may

1 be obtained electronically(~~(: PROVIDED, That such electronic~~
2 ~~authorization shall be reduced to writing by the law enforcement~~
3 ~~officer seeking the authorization and signed by the ranking~~
4 ~~supervisor as soon as possible thereafter)) .~~

5 (3) Before any body cavity search is authorized or conducted, a
6 thorough pat-down search, a thorough electronic metal-detector
7 search, and a thorough clothing search, where appropriate, must be
8 used to search for and seize any evidence of a crime, contraband,
9 fruits of crime, things otherwise criminally possessed, weapons, or
10 other things by means of which a crime has been committed or
11 reasonably appears about to be committed. No body cavity search shall
12 be authorized or conducted unless these other methods do not satisfy
13 the safety, security, or evidentiary concerns of the law enforcement
14 agency.

15 (4) A law enforcement officer requesting a body cavity search
16 shall prepare and sign a report regarding the body cavity search. The
17 report shall include:

18 (a) A copy of the written authorization required under subsection
19 (2) of this section;

20 (b) A copy of the warrant and any supporting documents required
21 under subsection (1) of this section;

22 (c) The name and sex of all persons conducting or observing the
23 search;

24 (d) The time, date, place, and description of the search; and

25 (e) A statement of the results of the search and a list of any
26 items removed from the person as a result of the search.

27 The report shall be retained as part of the law enforcement
28 agency's records.

29 **Sec. 26.** RCW 18.27.114 and 2007 c 436 s 8 are each amended to
30 read as follows:

31 (1) Any contractor agreeing to perform any contracting project:

32 (a) For the repair, alteration, or construction of four or fewer
33 residential units or accessory structures on such residential
34 property when the bid or contract price totals one thousand dollars
35 or more; or (b) for the repair, alteration, or construction of a
36 commercial building when the bid or contract price totals one
37 thousand dollars or more but less than sixty thousand dollars, must
38 provide the customer with the following disclosure statement in
39 substantially the following form using lower case and upper case

1 twelve-point and bold type where appropriate, prior to starting work
2 on the project:

3 "NOTICE TO CUSTOMER

4 This contractor is registered with the state of Washington,
5 registration no. . . ., and has posted with the state a bond
6 or deposit of for the purpose of satisfying claims
7 against the contractor for breach of contract including
8 negligent or improper work in the conduct of the contractor's
9 business. The expiration date of this contractor's
10 registration is

11 **THIS BOND OR DEPOSIT MIGHT NOT BE SUFFICIENT TO COVER A CLAIM**
12 **THAT MIGHT ARISE FROM THE WORK DONE UNDER YOUR CONTRACT.**

13 This bond or deposit is not for your exclusive use because it
14 covers all work performed by this contractor. The bond or
15 deposit is intended to pay valid claims up to that
16 you and other customers, suppliers, subcontractors, or taxing
17 authorities may have.

18 **FOR GREATER PROTECTION YOU MAY WITHHOLD A PERCENTAGE OF YOUR**
19 **CONTRACT.**

20 You may withhold a contractually defined percentage of your
21 construction contract as retainage for a stated period of
22 time to provide protection to you and help insure that your
23 project will be completed as required by your contract.

24 **YOUR PROPERTY MAY BE LIENED.**

25 If a supplier of materials used in your construction project
26 or an employee or subcontractor of your contractor or
27 subcontractors is not paid, your property may be liened to
28 force payment and you could pay twice for the same work.

29 **FOR ADDITIONAL PROTECTION, YOU MAY REQUEST THE CONTRACTOR TO**
30 **PROVIDE YOU WITH ORIGINAL "LIEN RELEASE" DOCUMENTS FROM EACH**
31 **SUPPLIER OR SUBCONTRACTOR ON YOUR PROJECT.**

32 The contractor is required to provide you with further
33 information about lien release documents if you request it.
34 General information is also available from the state
35 Department of Labor and Industries.

36 I have received a copy of this disclosure statement.

1

2 (Signature of customer)"

3 (2) The contractor must retain a signed copy of the disclosure
4 statement in his or her files for a minimum of three years, and
5 produce a ((signed or electronic signature)) copy of the signed
6 disclosure statement to the department upon request.

7 (3) A contractor subject to this section shall notify any
8 consumer to whom notice is required under subsection (1) of this
9 section if the contractor's registration has expired or is revoked or
10 suspended by the department prior to completion or other termination
11 of the contract with the consumer.

12 (4) No contractor subject to this section may bring or maintain
13 any lien claim under chapter 60.04 RCW based on any contract to which
14 this section applies without alleging and proving that the contractor
15 has provided the customer with a copy of the disclosure statement as
16 required in subsection (1) of this section.

17 (5) This section does not apply to contracts authorized under
18 chapter 39.04 RCW or to contractors contracting with other
19 contractors.

20 (6) Failure to comply with this section shall constitute an
21 infraction under the provisions of this chapter.

22 (7) The department shall produce model disclosure statements, and
23 public service announcements detailing the information needed to
24 assist contractors and contractors' customers to comply under this
25 section. As necessary, the department shall periodically update these
26 education materials.

27 **Sec. 27.** RCW 18.64.550 and 2016 c 148 s 2 are each amended to
28 read as follows:

29 (1) A chart order must be considered a prescription if it
30 contains:

- 31 (a) The full name of the patient;
- 32 (b) The date of issuance;
- 33 (c) The name, strength, and dosage form of the drug prescribed;
- 34 (d) Directions for use; and
- 35 (e) An authorized signature((÷

36 ~~(i) For written orders,)).~~ The order must contain the prescribing
37 practitioner's signature or the signature of the practitioner's

1 authorized agent, including the name of the prescribing
2 practitioner(~~;~~ ~~or~~

3 ~~(ii) For electronic or digital orders, the order must contain the~~
4 ~~prescribing practitioner's electronic or digital signature, or the~~
5 ~~electronic or digital signature of the practitioner's authorized~~
6 ~~agent, including the name of the prescribing practitioner)).~~

7 (2) A licensed nurse, pharmacist, or physician practicing in a
8 long-term care facility or hospice program may act as the
9 practitioner's agent for purposes of this chapter, without need for a
10 written agency agreement, to document a chart order in the patient's
11 medical record on behalf of the prescribing practitioner pending the
12 prescribing practitioner's signature; or to communicate a
13 prescription to a pharmacy whether telephonically, via facsimile, or
14 electronically. The communication of a prescription to a dispenser by
15 the prescriber's agent has the same force and effect as if
16 communicated directly by the authorized practitioner.

17 (3) Nothing in this chapter prevents an authorized credentialed
18 employee of a long-term care facility from transmitting a chart order
19 pursuant to RCW 74.42.230, or transmitting a prescription on behalf
20 of a resident to the extent otherwise authorized by law.

21 **Sec. 28.** RCW 19.09.020 and 2011 c 199 s 2 and 2011 c 60 s 9 are
22 each reenacted and amended to read as follows:

23 When used in this chapter, unless the context otherwise requires:

24 (1) A "bona fide officer or employee" of a charitable
25 organization is one (a) whose conduct is subject to direct control by
26 such organization; (b) who does not act in the manner of an
27 independent contractor in his or her relation with the organization;
28 and (c) whose compensation is not computed on funds raised or to be
29 raised.

30 (2) "Charitable organization" means any entity that solicits or
31 collects contributions from the general public where the contribution
32 is or is purported to be used to support a charitable purpose, but
33 does not include any commercial fund-raiser, commercial fund-raising
34 entity, commercial coventurer, or any fund-raising counsel, as
35 defined in this section. Churches and their integrated auxiliaries,
36 and political organizations are not charitable organizations, but all
37 are subject to RCW 19.09.100 (15) through (18).

38 (3) "Charitable purpose" means any religious, charitable,
39 scientific, testing for public safety, literary, or educational

1 purpose or any other purpose that is beneficial to the community,
2 including environmental, humanitarian, patriotic, or civic purposes,
3 the support of national or international amateur sports competition,
4 the prevention of cruelty to children or animals, the advancement of
5 social welfare, or the benefit of law enforcement personnel,
6 firefighters, and other persons who protect public safety. The term
7 "charitable" is used in its generally accepted legal sense and
8 includes relief of the poor, the distressed, or the underprivileged;
9 advancement of religion; advancement of education or science;
10 erecting or maintaining public buildings, monuments, or works;
11 lessening the burdens of government; lessening neighborhood tensions;
12 eliminating prejudice and discrimination; defending human and civil
13 rights secured by law; and combating community deterioration and
14 juvenile delinquency.

15 (4) "Commercial coventurer" means any individual or corporation,
16 partnership, sole proprietorship, limited liability company, limited
17 partnership, limited liability partnership, or any other legal
18 entity, that:

19 (a) Is regularly and primarily engaged in making sales of goods
20 or services for profit directly to the general public;

21 (b) Is not otherwise regularly or primarily engaged in making
22 solicitations in this state or otherwise raising funds in this state
23 for one or more charitable organizations;

24 (c) Represents to prospective purchasers that, if they purchase a
25 good or service from the commercial coventurer, a portion of the
26 sales price or a sum of money or some other specified thing of value
27 will be donated to a named charitable organization; and

28 (d) Does not ask purchasers to make checks or other instruments
29 payable to a named charitable organization or any entity other than
30 the commercial coventurer itself under its regular commercial name.

31 (5) "Commercial fund-raiser" or "commercial fund-raising entity"
32 means any entity that for compensation or other consideration
33 directly or indirectly solicits or receives contributions within this
34 state for or on behalf of any charitable organization or charitable
35 purpose, or that is engaged in the business of, or represents to
36 persons in this state as independently engaged in the business of,
37 soliciting or receiving contributions for such purposes. However, a
38 commercial coventurer, fund-raising counsel, or consultant is not a
39 commercial fund-raiser or commercial fund-raising entity.

1 (6) "Compensation" means salaries, wages, fees, commissions, or
2 any other remuneration or valuable consideration.

3 (7) "Contribution" means the payment, donation, or promise, for
4 consideration or otherwise, of any money or property of any kind or
5 value which contribution is wholly or partly induced by a
6 solicitation. Reference to dollar amounts of "contributions" or
7 "solicitations" in this chapter means in the case of payments or
8 promises to pay for merchandise or rights of any description, the
9 value of the total amount paid or promised to be paid for such
10 merchandise or rights.

11 (8) "Cost of solicitation" means and includes all direct and
12 indirect costs, expenditures, debts, obligations, salaries, wages,
13 commissions, fees, or other money or thing of value paid or incurred
14 in making a solicitation.

15 (9) "Entity" means an individual, organization, group,
16 association, partnership, corporation, agency or unit of state
17 government, or any combination thereof.

18 (10) "Fund-raising counsel" or "consultant" means any entity or
19 individual who is retained by a charitable organization, for a fixed
20 fee or rate, that is not computed on a percentage of funds raised, or
21 to be raised, under a written agreement only to plan, advise,
22 consult, or prepare materials for a solicitation of contributions in
23 this state, but who does not manage, conduct, or carry on a
24 fund-raising campaign and who does not solicit contributions or
25 employ, procure, or engage any compensated person to solicit
26 contributions, and who does not at any time have custody or control
27 of contributions. A volunteer, employee, or salaried officer of a
28 charitable organization maintaining a permanent establishment or
29 office in this state is not a fund-raising counsel. An attorney,
30 investment counselor, or banker who advises an individual,
31 corporation, or association to make a charitable contribution is not
32 a fund-raising counsel as a result of the advice.

33 (11) "General public" or "public" means any individual or entity
34 located in Washington state without a membership or other official
35 relationship with a charitable organization before a solicitation by
36 the charitable organization.

37 (12) "Gross revenue" or "annual gross revenue" means, for any
38 accounting period, the total value of revenue, excluding unrealized
39 capital gains, but including noncash contributions of tangible,
40 personal property received by or on behalf of a charitable

1 organization from all sources, without subtracting any costs or
2 expenses.

3 (13) "Membership" means that for the payment of fees, dues,
4 assessments, etc., an organization provides services and confers a
5 bona fide right, privilege, professional standing, honor, or other
6 direct benefit, in addition to the right to vote, elect officers, or
7 hold office. The term "membership" does not include those persons who
8 are granted a membership upon making a contribution as the result of
9 solicitation.

10 (14) "Other employee" of a charitable organization means any
11 person (a) whose conduct is subject to direct control by such
12 organization; (b) who does not act in the manner of any independent
13 contractor in his or her relation with the organization; and (c) who
14 is not engaged in the business of or held out to persons in this
15 state as independently engaged in the business of soliciting
16 contributions for charitable purposes or religious activities.

17 (15) "Political organization" means those organizations whose
18 activities are subject to chapter 42.17A RCW or the federal elections
19 campaign act of 1971, as amended.

20 (16) "Religious organization" means those entities that are not
21 churches or integrated auxiliaries and includes nondenominational
22 ministries, interdenominational and ecumenical organizations, mission
23 organizations, speakers' organizations, faith-based social agencies,
24 and other entities whose principal purpose is the study, practice, or
25 advancement of religion.

26 (17) "Secretary" means the secretary of state.

27 (18) (~~("Signed" means hand-written, or, if the secretary adopts~~
28 ~~rules facilitating electronic filing that pertain to this chapter, in~~
29 ~~the manner prescribed by those rules.)~~) "Sign" means, with present
30 intent to authenticate or adopt a record:

31 (a) To execute or adopt a tangible symbol; or

32 (b) To attach to or logically associate with the record an
33 electronic symbol, sound, or process.

34 (19)(a) "Solicitation" means any oral or written request for a
35 contribution, including the solicitor's offer or attempt to sell any
36 property, rights, services, or other thing in connection with which:

37 (i) Any appeal is made for any charitable purpose;

38 (ii) The name of any charitable organization is used as an
39 inducement for consummating the sale; or

1 (iii) Any statement is made that implies that the whole or any
2 part of the proceeds from the sale will be applied toward any
3 charitable purpose or donated to any charitable organization.

4 (b) The solicitation shall be deemed completed when made, whether
5 or not the person making it receives any contribution or makes any
6 sale.

7 (c) "Solicitation" does not include bingo activities, raffles,
8 and amusement games conducted under chapter 9.46 RCW and applicable
9 rules of the Washington state gambling commission.

10 (20) "Solicitation report" means the financial information the
11 secretary requires pursuant to RCW 19.09.075 or 19.09.079.

12 **Sec. 29.** RCW 23.95.105 and 2019 c 37 s 1401 are each amended to
13 read as follows:

14 The definitions in this section apply throughout this chapter
15 unless the context clearly requires otherwise or as set forth in RCW
16 23.95.400 or 23.95.600.

17 (1) "Annual report" means the report required by RCW 23.95.255.

18 (2) "Business corporation" means a domestic business corporation
19 incorporated under or subject to Title 23B RCW or a foreign business
20 corporation.

21 (3) "Commercial registered agent" means a person listed under RCW
22 23.95.420.

23 (4) "Domestic," with respect to an entity, means governed as to
24 its internal affairs by the law of this state.

25 (5) "Electronic transmission" means an electronic communication:

26 (a) Not directly involving the physical transfer of a record in a
27 tangible medium; and

28 (b) That may be retained, retrieved, and reviewed by the sender
29 and the recipient thereof, and that may be directly reproduced in a
30 tangible medium by such a sender and recipient.

31 (6) "Entity" means:

32 (a) A business corporation;

33 (b) A nonprofit corporation;

34 (c) A limited liability partnership;

35 (d) A limited partnership;

36 (e) A limited liability company;

37 (f) A general cooperative association; or

38 (g) A limited cooperative association.

1 (7) "Entity filing" means a record delivered to the secretary of
2 state for filing pursuant to this chapter.

3 (8) "Execute," "executes," or "executed" means with present
4 intent to authenticate or adopt a record:

5 (a) (~~Signed with respect to a written record~~) To sign or adopt
6 a tangible symbol;

7 (b) (~~Electronically transmitted along with sufficient~~
8 ~~information to determine the sender's identity with respect to an~~
9 ~~electronic transmission~~) To attach to or logically associate with
10 the record an electronic symbol, sound, or process; or

11 (c) With respect to a record to be filed with the secretary of
12 state, in compliance with the standards for filing with the office of
13 the secretary of state as prescribed by the secretary of state.

14 (9) "Filed record" means a record filed by the secretary of state
15 pursuant to this chapter.

16 (10) "Foreign," with respect to an entity, means governed as to
17 its internal affairs by the law of a jurisdiction other than this
18 state.

19 (11) "General cooperative association" means a domestic general
20 cooperative association formed under or subject to chapter 23.86 RCW.

21 (12) "Governor" means:

22 (a) A director of a business corporation;

23 (b) A director of a nonprofit corporation;

24 (c) A partner of a limited liability partnership;

25 (d) A general partner of a limited partnership;

26 (e) A manager of a manager-managed limited liability company;

27 (f) A member of a member-managed limited liability company;

28 (g) A director of a general cooperative association;

29 (h) A director of a limited cooperative association; or

30 (i) Any other person under whose authority the powers of an
31 entity are exercised and under whose direction the activities and
32 affairs of the entity are managed pursuant to the organic law and
33 organic rules of the entity.

34 (13) "Interest" means:

35 (a) A share in a business corporation;

36 (b) A membership in a nonprofit corporation;

37 (c) A share in a nonprofit corporation formed under chapter 24.06
38 RCW;

39 (d) A partnership interest in a limited liability partnership;

40 (e) A partnership interest in a limited partnership;

1 (f) A limited liability company interest;
2 (g) A share or membership in a general cooperative association;
3 or
4 (h) A member's interest in a limited cooperative association.
5 (14) "Interest holder" means:
6 (a) A shareholder of a business corporation;
7 (b) A member of a nonprofit corporation;
8 (c) A shareholder of a nonprofit corporation formed under chapter
9 24.06 RCW;
10 (d) A partner of a limited liability partnership;
11 (e) A general partner of a limited partnership;
12 (f) A limited partner of a limited partnership;
13 (g) A member of a limited liability company;
14 (h) A shareholder or member of a general cooperative association;
15 or
16 (i) A member of a limited cooperative association.
17 (15) "Jurisdiction," when used to refer to a political entity,
18 means the United States, a state, a foreign country, or a political
19 subdivision of a foreign country.
20 (16) "Jurisdiction of formation" means the jurisdiction whose law
21 includes the organic law of an entity.
22 (17) "Limited cooperative association" means a domestic limited
23 cooperative association formed under or subject to chapter 23.100 RCW
24 or a foreign limited cooperative association.
25 (18) "Limited liability company" means a domestic limited
26 liability company formed under or subject to chapter 25.15 RCW or a
27 foreign limited liability company.
28 (19) "Limited liability limited partnership" means a domestic
29 limited liability limited partnership formed under or subject to
30 chapter 25.10 RCW or a foreign limited liability limited partnership.
31 (20) "Limited liability partnership" means a domestic limited
32 liability partnership registered under or subject to chapter 25.05
33 RCW or a foreign limited liability partnership.
34 (21) "Limited partnership" means a domestic limited partnership
35 formed under or subject to chapter 25.10 RCW or a foreign limited
36 partnership. "Limited partnership" includes a limited liability
37 limited partnership.
38 (22) "Noncommercial registered agent" means a person that is not
39 a commercial registered agent and is:

1 (a) An individual or domestic or foreign entity that serves in
2 this state as the registered agent of an entity;

3 (b) An individual who holds the office or other position in an
4 entity which is designated as the registered agent pursuant to RCW
5 23.95.415(1)(b)(ii); or

6 (c) A government, governmental subdivision, agency, or
7 instrumentality, or a separate legal entity comprised of two or more
8 of these entities, that serves as the registered agent of an entity.

9 (23) "Nonprofit corporation" means a domestic nonprofit
10 corporation incorporated under or subject to chapter 24.03 or 24.06
11 RCW or a foreign nonprofit corporation.

12 (24) "Nonregistered foreign entity" means a foreign entity that
13 is not registered to do business in this state pursuant to a
14 statement of registration filed by the secretary of state.

15 (25) "Organic law" means the law of an entity's jurisdiction of
16 formation governing the internal affairs of the entity.

17 (26) "Organic rules" means the public organic record and private
18 organic rules of an entity.

19 (27) "Person" means an individual, business corporation,
20 nonprofit corporation, partnership, limited partnership, limited
21 liability company, general cooperative association, limited
22 cooperative association, unincorporated nonprofit association,
23 statutory trust, business trust, common-law business trust, estate,
24 trust, association, joint venture, public corporation, government or
25 governmental subdivision, agency, or instrumentality, or any other
26 legal or commercial entity.

27 (28) "Principal office" means the principal executive office of
28 an entity, whether or not the office is located in this state.

29 (29) "Private organic rules" means the rules, whether or not in a
30 record, that govern the internal affairs of an entity, are binding on
31 all its interest holders, and are not part of its public organic
32 record, if any. "Private organic rules" includes:

33 (a) The bylaws of a business corporation and any agreement among
34 shareholders pursuant to RCW 23B.07.320;

35 (b) The bylaws of a nonprofit corporation;

36 (c) The partnership agreement of a limited liability partnership;

37 (d) The partnership agreement of a limited partnership;

38 (e) The limited liability company agreement;

39 (f) The bylaws of a general cooperative association; and

40 (g) The bylaws of a limited cooperative association.

1 (30) "Proceeding" means civil suit and criminal, administrative,
2 and investigatory action.

3 (31) "Property" means all property, whether real, personal, or
4 mixed or tangible or intangible, or any right or interest therein.

5 (32) "Public organic record" means the record the filing of which
6 by the secretary of state is required to form an entity and any
7 amendment to or restatement of that record. The term includes:

8 (a) The articles of incorporation of a business corporation;

9 (b) The articles of incorporation of a nonprofit corporation;

10 (c) The certificate of limited partnership of a limited
11 partnership;

12 (d) The certificate of formation of a limited liability company;

13 (e) The articles of incorporation of a general cooperative
14 association;

15 (f) The articles of organization of a limited cooperative
16 association; and

17 (g) The document under the laws of another jurisdiction that is
18 equivalent to a document listed in this subsection.

19 (33) "Receipt," as used in this chapter, means actual receipt.
20 "Receive" has a corresponding meaning.

21 (34) "Record" means information that is inscribed on a tangible
22 medium or (~~contained in an electronic transmission~~) that is stored
23 in an electronic or other medium and is retrievable in perceivable
24 form.

25 (35) "Registered agent" means an agent of an entity which is
26 authorized to receive service of any process, notice, or demand
27 required or permitted by law to be served on the entity. The term
28 includes a commercial registered agent and a noncommercial registered
29 agent.

30 (36) "Registered foreign entity" means a foreign entity that is
31 registered to do business in this state pursuant to a certificate of
32 registration filed by the secretary of state.

33 (37) "State" means a state of the United States, the District of
34 Columbia, Puerto Rico, the United States Virgin Islands, or any
35 territory or insular possession subject to the jurisdiction of the
36 United States.

37 (38) "Tangible medium" means a writing, copy of a writing,
38 facsimile, or a physical reproduction, each on paper or on other
39 tangible material.

40 (39) "Transfer" includes:

- 1 (a) An assignment;
2 (b) A conveyance;
3 (c) A sale;
4 (d) A lease;
5 (e) An encumbrance, including a mortgage or security interest;
6 (f) A change of record owner of interest;
7 (g) A gift; and
8 (h) A transfer by operation of law.
9 ~~((39))~~ (40) "Type of entity" means a generic form of entity:
10 (a) Recognized at common law; or
11 (b) Formed under an organic law, whether or not some entities
12 formed under that law are subject to provisions of that law that
13 create different categories of the form of entity.
14 ~~((40) "Writing" does not include an electronic transmission.~~
15 ~~(41) "Written" means embodied in a tangible medium.))~~

16 **Sec. 30.** RCW 23.95.200 and 2015 c 176 s 1201 are each amended to
17 read as follows:

18 (1) To be filed by the secretary of state pursuant to this
19 chapter, an entity filing must be received by the secretary of state,
20 comply with this chapter, and satisfy the following:

21 (a) The entity filing must be required or permitted by Title 23,
22 23B, 24, or 25 RCW.

23 (b) The entity filing must be delivered in ~~((written form))~~ a
24 tangible medium unless and to the extent the secretary of state
25 permits electronic delivery of entity filings pursuant to RCW
26 23.95.115(2).

27 (c) The words in the entity filing must be in English, and
28 numbers must be in Arabic or Roman numerals, but the name of the
29 entity need not be in English if written in English letters or Arabic
30 or Roman numerals.

31 (d) The entity filing must be executed by or on behalf of a
32 person authorized or required under this chapter or the entity's
33 organic law to execute the filing.

34 (e) The entity filing must state the name and capacity, if any,
35 of each individual who executed it, on behalf of either the
36 individual or the person authorized or required to execute the
37 filing, but need not contain a seal, attestation, acknowledgment, or
38 verification.

1 (2) When an entity filing is delivered to the secretary of state
2 for filing, any fee required under this chapter and any fee,
3 interest, or penalty required to be paid under this chapter or law
4 other than this chapter must be paid in a manner permitted by the
5 secretary of state or by that law.

6 (3) The secretary of state may require that an entity filing
7 delivered in (~~written form~~) a tangible medium be accompanied by an
8 identical or conformed copy.

9 (4) A record filed under this chapter may be executed by an
10 individual acting in a valid representative capacity.

11 **Sec. 31.** RCW 23.95.265 and 2015 c 176 s 1214 are each amended to
12 read as follows:

13 The secretary of state may, where exigent or mitigating
14 circumstances are presented, waive penalty fees due from any entity
15 previously in good standing which would otherwise be penalized or
16 lose its active status. An entity desiring to seek relief under this
17 section must, within fifteen days of discovery of the missed filing
18 or lapse, notify the secretary of state (~~in writing~~) as provided in
19 rule. The notification must include the name and mailing address of
20 the entity, the governor or other entity official to whom
21 correspondence should be sent, and a statement under oath by a
22 governor or other entity official, setting forth the nature of the
23 missed filing or lapse, the circumstances giving rise to the missed
24 filing or lapse, and the relief sought. If the secretary of state is
25 satisfied that sufficient exigent or mitigating circumstances exist,
26 that the entity has demonstrated good faith and a reasonable attempt
27 to comply with the applicable statutes of this state, the secretary
28 of state may issue an order allowing relief from the penalty. If the
29 secretary of state determines the request does not comply with the
30 requirements for relief, the secretary of state shall deny the relief
31 and state the reasons for the denial. Any denial of relief by the
32 secretary of state is not reviewable notwithstanding the provisions
33 of chapter 34.05 RCW.

34 **Sec. 32.** RCW 23.95.420 and 2015 c 176 s 1405 are each amended to
35 read as follows:

36 (1) A person may become listed as a commercial registered agent
37 by delivering to the secretary of state for filing a commercial-

1 registered-agent listing statement executed by the person which
2 states:

3 (a) The name of the individual or the name of the entity, type of
4 entity, and jurisdiction of formation of the entity;

5 (b) That the person is in the business of serving as a commercial
6 registered agent in this state; and

7 (c) The address of a place of business of the person in this
8 state to which service of process, notices, and demands being served
9 on or sent to entities represented by the person may be delivered.

10 (2) A commercial-registered-agent listing statement may include
11 the information regarding acceptance by the agent of service of
12 process, notices, and demands in a form other than a (~~written~~
13 ~~record~~) tangible medium as provided in RCW 23.95.450(5).

14 (3) If the name of a person delivering to the secretary of state
15 for filing a commercial-registered-agent listing statement is not
16 distinguishable on the records of the secretary of state from the
17 name of another commercial registered agent listed under this
18 section, the person shall adopt a fictitious name that is
19 distinguishable and use that name in its statement and when it does
20 business in this state as a commercial registered agent.

21 (4) The secretary of state shall note the filing of a commercial-
22 registered-agent listing statement in the records maintained by the
23 secretary of state for each entity represented by the agent at the
24 time of the filing. The statement has the effect of amending the
25 registered agent filing for each of those entities to:

26 (a) Designate the person becoming listed as a commercial
27 registered agent as the commercial registered agent of each of those
28 entities; and

29 (b) Delete the name and address of the former agent from the
30 registered agent filing of each of those entities.

31 **Sec. 33.** RCW 23.95.450 and 2015 c 176 s 1411 are each amended to
32 read as follows:

33 (1) A represented entity may be served with any process, notice,
34 or demand required or permitted by law by serving its registered
35 agent.

36 (2) If a represented entity ceases to have a registered agent, or
37 if its registered agent cannot with reasonable diligence be served,
38 the entity may be served by registered or certified mail, return
39 receipt requested, or by similar commercial delivery service,

1 addressed to the entity at the entity's principal office. The address
2 of the principal office must be as shown in the entity's most recent
3 annual report filed by the secretary of state. Service is effected
4 under this subsection on the earliest of:

5 (a) The date the entity receives the mail or delivery by the
6 commercial delivery service;

7 (b) The date shown on the return receipt, if executed by the
8 entity; or

9 (c) Five days after its deposit with the United States postal
10 service or commercial delivery service, if correctly addressed and
11 with sufficient postage or payment.

12 (3) If process, notice, or demand cannot be served on an entity
13 pursuant to subsection (1) or (2) of this section, service may be
14 made by handing a copy to the individual in charge of any regular
15 place of business or activity of the entity if the individual served
16 is not a plaintiff in the action.

17 (4) The secretary of state shall be an agent of the entity for
18 service of process if process, notice, or demand cannot be served on
19 an entity pursuant to subsection (1), (2), or (3) of this section.

20 (5) Service of process, notice, or demand on a registered agent
21 must be in a (~~written record~~) tangible medium, but service may be
22 made on a commercial registered agent in other forms, and subject to
23 such requirements, as the agent has stated in its listing under RCW
24 23.95.420 that it will accept.

25 (6) Service of process, notice, or demand may be made by other
26 means under law other than this chapter.

27 **Sec. 34.** RCW 23B.01.200 and 2015 c 176 s 2101 are each amended
28 to read as follows:

29 (1) A (~~record~~) document required or permitted by this title to
30 be filed in the office of the secretary of state must satisfy the
31 requirements of Article 2 of chapter 23.95 RCW, this section, and any
32 other section that adds to or varies from these requirements, to be
33 entitled to filing by the secretary of state.

34 (2) Unless otherwise indicated in this title, all (~~records~~)
35 documents delivered to the secretary of state for filing must be
36 executed:

37 (a) By the chairperson of the board of directors of a domestic or
38 foreign corporation, by its president, or by another of its officers;

1 (b) If directors have not been selected or the corporation has
2 not been formed, by an incorporator; or

3 (c) If the corporation is in the hands of a receiver, trustee, or
4 other court-appointed fiduciary, by that fiduciary.

5 **Sec. 35.** RCW 23B.01.230 and 2015 c 176 s 2103 are each amended
6 to read as follows:

7 A (~~record~~) document filed with the secretary of state is
8 effective as provided in RCW 23.95.210, and may state a delayed
9 effective date and time in accordance with RCW 23.95.210.

10 **Sec. 36.** RCW 23B.01.240 and 2015 c 176 s 2104 are each amended
11 to read as follows:

12 A domestic or foreign corporation may correct a (~~record~~)
13 document filed by the secretary of state in accordance with RCW
14 23.95.220.

15 **Sec. 37.** RCW 23B.01.250 and 2015 c 176 s 2105 are each amended
16 to read as follows:

17 RCW 23.95.225 governs the secretary of state's duty to file
18 (~~records~~) documents delivered to the secretary of state for filing,
19 the manner and effect of filing, and procedures that apply when the
20 secretary of state refuses to file a (~~record~~) document.

21 **Sec. 38.** RCW 23B.01.290 and 2015 c 176 s 2107 are each amended
22 to read as follows:

23 RCW 23.95.240 governs the penalty that applies for executing a
24 false (~~record~~) document that is intended to be delivered to the
25 secretary of state for filing.

26 **Sec. 39.** RCW 23B.01.400 and 2019 c 141 s 5 are each amended to
27 read as follows:

28 Unless the context clearly requires otherwise, the definitions in
29 this section apply throughout this title.

30 (1) "Articles of incorporation" include amended and restated
31 articles of incorporation and articles of merger.

32 (2) "Authorized shares" means the shares of all classes a
33 domestic or foreign corporation is authorized to issue.

34 (3) "Conspicuous" means so prepared that a reasonable person
35 against whom the (~~record~~) writing is to operate should have noticed

1 it. For example, ~~((printing))~~ text in italics ~~((or))~~, boldface
2 ~~((or))~~, contrasting color, ~~((or—typing—in))~~ capitals, or
3 underlined~~((r))~~ is conspicuous.

4 (4) "Controlling interest" means ownership of an entity's
5 outstanding shares or interests in such number as to entitle the
6 holder at the time to elect a majority of the entity's directors or
7 other governors without regard to voting power which may thereafter
8 exist upon a default, failure, or other contingency.

9 (5) "Corporate action" means any resolution, act, policy,
10 contract, transaction, plan, adoption or amendment of articles of
11 incorporation or bylaws, or other matter approved by or submitted for
12 approval to a corporation's incorporators, board of directors or a
13 committee thereof, or shareholders.

14 (6) "Corporation" or "domestic corporation" means a corporation
15 for profit, including a social purpose corporation, which is not a
16 foreign corporation, incorporated under or subject to the provisions
17 of this title.

18 (7) "Deliver" ~~((includes (a) mailing, (b) for purposes of~~
19 ~~delivering a demand, consent, notice, or waiver to the corporation or~~
20 ~~one of its officers, directors, or shareholders, transmission by~~
21 ~~facsimile equipment, and (c) for purposes of delivering a demand,~~
22 ~~consent, notice, or waiver to the corporation or one of its officers,~~
23 ~~directors, or shareholders under RCW 23B.01.410 or chapter 23B.07,~~
24 ~~23B.08, 23B.11, 23B.13, 23B.14, or 23B.16 RCW delivery))~~ or
25 "delivery" means any method of delivery used in conventional
26 commercial practice, including delivery by hand, mail, commercial
27 delivery, and, if authorized in accordance with RCW 23B.01.410, by
28 electronic transmission.

29 (8) "Distribution" means a direct or indirect transfer of money
30 or other property, except its own shares, or incurrence of
31 indebtedness by a corporation to or for the benefit of its
32 shareholders in respect to any of its shares. A distribution may be
33 in the form of a declaration or payment of a dividend; a distribution
34 in partial or complete liquidation, or upon voluntary or involuntary
35 dissolution; a purchase, redemption, or other acquisition of shares;
36 a distribution of indebtedness; or otherwise.

37 (9) ~~((("Effective date of notice" has the meaning provided in RCW~~
38 ~~23B.01.410.~~

39 ~~(10) "Electronic transmission" means an electronic communication~~
40 ~~(a) not directly involving the physical transfer of a record in a~~

1 ~~tangible medium and (b) that may be retained, retrieved, and reviewed~~
2 ~~by the sender and the recipient thereof, and that may be directly~~
3 ~~reproduced in a tangible medium by such a sender and recipient.~~

4 ~~(11) "Electronically transmitted" means the initiation of an~~
5 ~~electronic transmission.~~

6 ~~(12))~~ "Document" means:

7 (a) Any tangible medium on which information is inscribed, and
8 includes handwritten, typed, printed, or similar instruments or
9 copies of such instruments; and

10 (b) An electronic record.

11 (10) "Electronic" means relating to technology having electrical,
12 digital, magnetic, wireless, optical, electromagnetic, or similar
13 capabilities.

14 (11) "Electronic mail" means an electronic transmission directed
15 to a unique electronic mail address, which electronic mail will be
16 deemed to include any files attached thereto and any information
17 hyperlinked to a web site if the electronic mail includes the contact
18 information of an officer or agent of the corporation who is
19 available to assist with accessing such files and information.

20 (12) "Electronic mail address" means a destination, commonly
21 expressed as a string of characters, consisting of a unique user name
22 or mailbox, commonly referred to as the "local part" of the address,
23 and a reference to an internet domain, commonly referred to as the
24 "domain part" of the address, whether or not displayed, to which
25 electronic mail can be sent or delivered.

26 (13) "Electronic record" means information that is stored in an
27 electronic or other nontangible medium and is retrievable in paper
28 form through an automated process used in conventional commercial
29 practice, unless otherwise authorized in accordance with RCW
30 23B.01.410(10).

31 (14) "Electronic transmission" or "electronically transmitted"
32 means internet transmission, telephonic transmission, electronic mail
33 transmission, transmission of a telegram, cablegram, or datagram, the
34 use of, or participation in, one or more electronic networks or
35 databases including one or more distributed electronic networks or
36 databases, or any other form or process of communication, not
37 directly involving the physical transfer of paper or another tangible
38 medium, which:

39 (a) Is suitable for the retention, retrieval, and reproduction of
40 information by the recipient; and

1 (b) Is retrievable in paper form by the recipient through an
2 automated process used in conventional commercial practice, unless
3 otherwise authorized in accordance with RCW 23B.01.410(10).

4 (15) "Employee" includes an officer but not a director. A
5 director may accept duties that make the director also an employee.

6 ~~((13))~~ (16) "Entity" includes a corporation and foreign
7 corporation, not-for-profit corporation, business trust, estate,
8 trust, partnership, limited liability company, association, joint
9 venture, two or more persons having a joint or common economic
10 interest, the state, United States, and a foreign governmental
11 subdivision, agency, or instrumentality, or any other legal or
12 commercial entity.

13 ~~((14))~~ (17) "Execute," "executes," or "executed" means ~~((a)~~
14 ~~signed with respect to a written record or (b) electronically~~
15 ~~transmitted along with sufficient information to determine the~~
16 ~~sender's identity with respect to)), with present intent to~~
17 authenticate or adopt a document:

18 (a) To sign or adopt a tangible symbol to the document, and
19 includes any manual, facsimile, or conformed signature;

20 (b) To attach or logically associate with an electronic
21 transmission~~((, or))~~ an electronic sound, symbol, or process, and
22 includes an electronic signature; or

23 (c) ~~((with))~~ With respect to a ~~((record))~~ document to be filed
24 with the secretary of state, in compliance with the standards for
25 filing with the office of the secretary of state as prescribed by the
26 secretary of state.

27 ~~((15))~~ (18) "Foreign corporation" means a corporation for
28 profit incorporated under a law other than the law of this state.

29 ~~((16))~~ (19) "Foreign limited partnership" means a partnership
30 formed under laws other than of this state and having as partners one
31 or more general partners and one or more limited partners.

32 ~~((17))~~ (20) "General social purpose" means the general social
33 purpose for which a social purpose corporation is organized as set
34 forth in the articles of incorporation of the corporation in
35 accordance with RCW 23B.25.040(1)(c).

36 ~~((18))~~ (21) "Governmental subdivision" includes authority,
37 county, district, and municipality.

38 ~~((19))~~ (22) "Governor" has the meaning given that term in RCW
39 23.95.105.

40 ~~((20))~~ (23) "Includes" denotes a partial definition.

1 (~~(21)~~) (24) "Individual" includes the estate of an incompetent
2 or deceased individual.

3 (~~(22)~~) (25) "Limited partnership" or "domestic limited
4 partnership" means a partnership formed by two or more persons under
5 the laws of this state and having one or more general partners and
6 one or more limited partners.

7 (~~(23)~~) (26) "Means" denotes an exhaustive definition.

8 (~~(24)~~) (27) "Notice" has the meaning provided in RCW
9 23B.01.410.

10 (~~(25)~~) (28) "Person" means an individual, corporation, business
11 trust, estate, trust, partnership, limited liability company,
12 association, joint venture, government, governmental subdivision,
13 agency, or instrumentality, or any other legal or commercial entity.

14 (~~(26)~~) (29) "Principal office" means the office, in or out of
15 this state, so designated in the annual report where the principal
16 executive offices of a domestic or foreign corporation are located.

17 (~~(27)~~) (30) "Proceeding" includes civil suit and criminal,
18 administrative, and investigatory action.

19 (~~(28)~~) (31) "Public company" means a corporation that has a
20 class of shares registered with the federal securities and exchange
21 commission pursuant to section 12 or 15 of the securities exchange
22 act of 1934, or section 8 of the investment company act of 1940, or
23 any successor statute.

24 (~~(29)~~) (32) "Qualified director" means (a) with respect to a
25 director's conflicting interest transaction as defined in RCW
26 23B.08.700, any director who does not have either (i) a conflicting
27 interest respecting the transaction, or (ii) a familial, financial,
28 professional, or employment relationship with a second director who
29 does have a conflicting interest respecting the transaction, which
30 relationship would, in the circumstances, reasonably be expected to
31 exert an influence on the first director's judgment when voting on
32 the transaction; (b) with respect to RCW 23B.08.735, a qualified
33 director under (a) of this subsection if the business opportunity
34 were a director's conflicting interest transaction; and (c) with
35 respect to RCW 23B.02.020(5)(k), a director who is not a director (i)
36 to whom the limitation or elimination of the duty of an officer to
37 offer potential business opportunities to the corporation would
38 apply, or (ii) who has a familial, financial, professional, or
39 employment relationship with another officer to whom the limitation
40 or elimination would apply, which relationship would, in the

1 circumstances, reasonably be expected to exert an influence on the
2 director's judgment when voting on the limitation or elimination.

3 ~~((30)) "Record" means information inscribed on a tangible medium
4 or contained in an electronic transmission.~~

5 ~~(31))~~ (33) "Record date" means the date established under
6 chapter 23B.07 RCW on which a corporation determines the identity of
7 its shareholders and their shareholdings for purposes of this title.
8 The determinations shall be made as of the close of business on the
9 record date unless another time for doing so is specified when the
10 record date is fixed.

11 ~~((32))~~ (34) "Registered office" means the address of the
12 corporation's registered agent.

13 ~~((33))~~ (35) "Secretary" means the corporate officer to whom the
14 board of directors has delegated responsibility under RCW
15 23B.08.400(3) for custody of the minutes of the meetings of the board
16 of directors and of the shareholders and for authenticating records
17 of the corporation.

18 ~~((34))~~ (36) "Shareholder" means the person in whose name shares
19 are registered in the records of a corporation or the beneficial
20 owner of shares to the extent of the rights granted by a nominee
21 certificate on file with a corporation.

22 ~~((35))~~ (37) "Shares" means the units into which the proprietary
23 interests in a corporation are divided.

24 ~~((36))~~ (38) "Social purpose" includes any general social
25 purpose and any specific social purpose.

26 ~~((37))~~ (39) "Social purpose corporation" means a corporation
27 that has elected to be governed as a social purpose corporation under
28 chapter 23B.25 RCW.

29 ~~((38))~~ (40) "Specific social purpose" means the specific social
30 purpose or purposes for which a social purpose corporation is
31 organized as set forth in the articles of incorporation of the
32 corporation in accordance with RCW 23B.25.040(2)(a).

33 ~~((39))~~ (41) "State," when referring to a part of the United
34 States, includes a state and commonwealth, and their agencies and
35 governmental subdivisions, and a territory and insular possession,
36 and their agencies and governmental subdivisions, of the United
37 States.

38 ~~((40))~~ (42) "Subscriber" means a person who subscribes for
39 shares in a corporation, whether before or after incorporation.

1 ~~((41))~~ (43) "Subsidiary" means an entity in which the
2 corporation has, directly or indirectly, a controlling interest.

3 ~~((42) "Tangible medium" means a writing, copy of a writing, or
4 facsimile, or a physical reproduction, each on paper or on other
5 tangible material.~~

6 ~~(43))~~ (44) "United States" includes a district, authority,
7 bureau, commission, department, and any other agency of the United
8 States.

9 ~~((44))~~ (45) "Voting group" means all shares of one or more
10 classes or series that under the articles of incorporation or this
11 title are entitled to vote and be counted together collectively on a
12 matter at a meeting of shareholders. All shares entitled by the
13 articles of incorporation or this title to vote generally on the
14 matter are for that purpose a single voting group.

15 ~~((45) "Writing" does not include an electronic transmission.~~

16 ~~(46) "Written" means embodied in a tangible medium.))~~ (46)
17 "Writing" or "written" means any information in the form of a
18 document.

19 **Sec. 40.** RCW 23B.01.410 and 2015 c 176 s 2108 are each amended
20 to read as follows:

21 (1) ~~((Notice))~~ A notice under this title must be ~~((provided in
22 the form of a record))~~ in writing, except that oral notice of any
23 meeting of the board of directors may be given if expressly
24 authorized by the articles of incorporation or bylaws. A notice
25 includes material that this title requires to accompany the notice.
26 Unless otherwise agreed between the sender and the recipient, words
27 in a notice or other communication under this title must be in
28 English.

29 (2) ~~((Permissible means of transmission.~~

30 ~~(a) Oral notice. Oral notice may be communicated in person, by
31 telephone, wire, or wireless equipment which does not transmit a
32 facsimile of the notice, or by any electronic means which does not
33 create a record. If these forms of oral notice are impracticable,
34 oral notice may be communicated by radio, television, or other form
35 of public broadcast communication.~~

36 ~~(b) Notice provided in a tangible medium. Notice may be provided
37 in a tangible medium and be transmitted by mail, private carrier, or
38 personal delivery; telegraph or teletype; or telephone, wire, or
39 wireless equipment which transmits a facsimile of the notice. If~~

1 ~~these forms of notice in a tangible medium are impracticable, notice~~
2 ~~in a tangible medium may be transmitted by an advertisement in a~~
3 ~~newspaper of general circulation in the area where published.~~

4 ~~(c) Notice provided in an electronic transmission.~~

5 ~~(i) Notice may be provided in an electronic transmission and be~~
6 ~~electronically transmitted.~~

7 ~~(ii) Notice to shareholders or directors in an electronic~~
8 ~~transmission is effective only with respect to shareholders and~~
9 ~~directors that have consented, in the form of a record, to receive~~
10 ~~electronically transmitted notices under this title and designated in~~
11 ~~the consent the address, location, or system to which these notices~~
12 ~~may be electronically transmitted and with respect to a notice that~~
13 ~~otherwise complies with any other requirements of this title and~~
14 ~~applicable federal law.~~

15 ~~(A) Notice to shareholders or directors for this purpose includes~~
16 ~~material that this title requires to accompany the notice.~~

17 ~~(B) A shareholder or director who has consented to receipt of~~
18 ~~electronically transmitted notices may revoke this consent by~~
19 ~~delivering a revocation to the corporation in the form of a record.~~

20 ~~(C) The consent of any shareholder or director is revoked if (I)~~
21 ~~the corporation is unable to electronically transmit two consecutive~~
22 ~~notices given by the corporation in accordance with the consent, and~~
23 ~~(II) this inability becomes known to the secretary of the~~
24 ~~corporation, the transfer agent, or any other person responsible for~~
25 ~~giving the notice. The inadvertent failure by the corporation to~~
26 ~~treat this inability as a revocation does not invalidate any meeting~~
27 ~~or other corporate action.~~

28 ~~(iii) Notice to shareholders or directors who have consented to~~
29 ~~receipt of electronically transmitted notices may be provided by (A)~~
30 ~~posting the notice on an electronic network and (B) delivering to the~~
31 ~~shareholder or director a separate record of the posting, together~~
32 ~~with comprehensible instructions regarding how to obtain access to~~
33 ~~the posting on the electronic network.~~

34 ~~(iv) Notice to a domestic or foreign corporation, authorized to~~
35 ~~transact business in this state, in an electronic transmission is~~
36 ~~effective only with respect to a corporation that has designated in a~~
37 ~~record an address, location, or system to which the notices may be~~
38 ~~electronically transmitted.~~

39 ~~(d) Materials accompanying notice to shareholders of public~~
40 ~~companies.)) A notice or other communication may be given by any~~

1 method of delivery, except that electronic transmissions must be in
2 accordance with this section. If the methods of delivery are
3 impracticable, a notice or other communication may be given by means
4 of a broad nonexclusionary distribution to the public, which may
5 include a newspaper of general circulation in the area where
6 published; radio, television, or other form of public broadcast
7 communication; or other methods of distribution that the corporation
8 has previously identified to its shareholders.

9 (3) A notice or other communication to a domestic or foreign
10 corporation registered to do business in this state may be delivered
11 to the corporation's registered agent or to the secretary at its
12 principal office shown in its most recent annual report or, in the
13 case of a foreign corporation that has not yet delivered an annual
14 report, in its foreign registration statement.

15 (4) A notice or other communications may be delivered by
16 electronic transmission if consented to by the recipient or if
17 authorized by subsection (10) of this section; except that if the
18 articles of incorporation or bylaws authorize or require delivery of
19 notices of meetings of directors by electronic transmission, then no
20 consent to delivery of such notices by electronic transmission is
21 required.

22 (5) Any consent under subsection (4) of this section may be
23 revoked by the person who consented by written notice to the person
24 to whom the consent was delivered. Any such consent is deemed revoked
25 if:

26 (a) The corporation is unable to deliver two consecutive
27 electronic transmissions given by the corporation in accordance with
28 such consent; and

29 (b) Such inability becomes known to the secretary or to the
30 transfer agent, or other person responsible for the giving of notice
31 or other communications. The inadvertent failure to treat such
32 inability as a revocation will not invalidate any meeting or other
33 corporate action.

34 (6) Unless otherwise agreed between the sender and the recipient,
35 an electronic transmission is received when:

36 (a) If by electronic mail, it is directed to the recipient's
37 electronic mail address including, in the case of a shareholder, to
38 the shareholder's electronic mail address as it appears in the
39 corporation's records;

1 (b) If by posting on an electronic network, upon the later of
2 such posting and the delivery of separate notice to the recipient of
3 such specific posting together with comprehensible instructions
4 regarding how to obtain access to the posting on the electronic
5 network; and

6 (c) If by any other electronic transmission, it enters an
7 information processing system that the recipient has designated or
8 uses for the purposes of receiving electronic transmissions or
9 information of the type sent, and from which the recipient is able to
10 retrieve the electronic transmission and it is in a form capable of
11 being processed by that system.

12 (7) Receipt of an electronic acknowledgment from an information
13 processing system described in subsection (6)(c) of this section
14 establishes that an electronic transmission was received but, by
15 itself, does not establish that the content sent corresponds to the
16 content received.

17 (8) An electronic transmission is received under this section
18 even if no person is aware of its receipt.

19 (9) A notice or other communication, if in a comprehensible form
20 or manner, is effective at the earliest of the following:

21 (a) If in a physical form, the earliest of when it is actually
22 received, or when it is left at:

23 (i) A shareholder's address as it appears in the corporation's
24 records;

25 (ii) A director's residence or usual place of business; or

26 (iii) The corporation's principal office;

27 (b) If mailed to a shareholder, upon deposit in the United States
28 mail with first-class postage prepaid and correctly addressed to the
29 shareholder's mailing address as it appears in the corporation's
30 records;

31 (c) If mailed to a recipient other than a shareholder, the
32 earliest of when it is actually received, or:

33 (i) If sent by registered or certified mail, return receipt
34 requested, the date shown on the return receipt signed by or on
35 behalf of the addressee; or

36 (ii) Five days after it is deposited in the United States mail
37 with first-class postage prepaid and correctly addressed to the
38 recipient;

1 (d) If sent by air courier, when dispatched and correctly
2 addressed to a shareholder's mailing address as it appears in the
3 corporation's records;

4 (e) If an electronic transmission, when it is received as
5 provided in subsection (6) of this section; and

6 (f) If oral, when communicated.

7 (10) A notice or other communication may be in the form of an
8 electronic transmission that cannot be directly reproduced in paper
9 form by the recipient through an automated process used in
10 conventional commercial practice only if:

11 (a) The electronic transmission is otherwise retrievable in
12 perceivable form; and

13 (b) The sender and the recipient have consented in writing to the
14 use of such form of electronic transmission.

15 (11) Notwithstanding anything to the contrary in this section or
16 any other section of this title, if this title requires that a notice
17 to shareholders be accompanied by certain material, a public company
18 may satisfy such a requirement, whether or not a shareholder has
19 consented to receive electronically transmitted notice, by ((+i+))

20 (a) posting the material on an electronic network (either separate
21 from, or in combination or as part of, any other materials the public
22 company has posted on the electronic network in compliance with
23 applicable federal law) at or prior to the time that the notice is
24 delivered to the public company's shareholders entitled to receive
25 the notice, and ((+ii+)) (b) delivering to the public company's
26 shareholders entitled to receive the notice a separate record of the
27 posting (which record may accompany, or be contained in, the notice),
28 together with comprehensible instructions regarding how to obtain
29 access to the posting on the electronic network. In such a case, the
30 material is deemed to have been delivered to the public company's
31 shareholders at the time the notice to the shareholders is effective
32 under this section. A public company that elects pursuant to this
33 section to post on an electronic network any material required by
34 this title to accompany a notice to shareholders is required, at its
35 expense, to provide a copy of the material in a tangible medium
36 (alone or in combination or as part of any other materials the public
37 company has posted on the electronic network in compliance with
38 federal law) to any shareholder entitled to such a notice who so
39 requests.

40 ~~((3) Effective time and date of notice.~~

1 ~~(a) Oral notice. Oral notice is effective when received.~~

2 ~~(b) Notice provided in a tangible medium.~~

3 ~~(i) Notice in a tangible medium, if in a comprehensible form, is~~
4 ~~effective at the earliest of the following:~~

5 ~~(A) If expressly authorized by the articles of incorporation or~~
6 ~~bylaws, and if notice is sent to the person's address, telephone~~
7 ~~number, or other number appearing on the records of the corporation,~~
8 ~~when dispatched by telegraph, teletype, or facsimile equipment;~~

9 ~~(B) When received;~~

10 ~~(C) Except as provided in (b) (ii) of this subsection, five days~~
11 ~~after its deposit in the United States mail, as evidenced by the~~
12 ~~postmark, if mailed with first-class postage, prepaid and correctly~~
13 ~~addressed; or~~

14 ~~(D) On the date shown on the return receipt, if sent by~~
15 ~~registered or certified mail, return receipt requested, and the~~
16 ~~receipt is signed by or on behalf of the addressee.~~

17 ~~(ii) Notice in a tangible medium by a domestic or foreign~~
18 ~~corporation to its shareholder, if in a comprehensible form and~~
19 ~~correctly addressed to the shareholder's address shown in the~~
20 ~~corporation's current record of shareholders, is effective:~~

21 ~~(A) When mailed, if mailed with first-class postage prepaid; and~~

22 ~~(B) When dispatched, if prepaid, by air courier.~~

23 ~~(iii) Notice in a tangible medium to a domestic or foreign~~
24 ~~corporation, authorized to transact business in this state, may be~~
25 ~~addressed to the corporation's registered agent or to the corporation~~
26 ~~or its secretary at its principal office shown in its most recent~~
27 ~~annual report, or in the case of a foreign corporation that has not~~
28 ~~yet delivered its annual report in its foreign registration~~
29 ~~statement.~~

30 ~~(c) Notice provided in an electronic transmission. Notice~~
31 ~~provided in an electronic transmission, if in comprehensible form, is~~
32 ~~effective when it: (i) Is electronically transmitted to an address,~~
33 ~~location, or system designated by the recipient for that purpose; or~~
34 ~~(ii) has been posted on an electronic network and a separate record~~
35 ~~of the posting has been delivered to the recipient together with~~
36 ~~comprehensible instructions regarding how to obtain access to the~~
37 ~~posting on the electronic network.~~

38 ~~(4-))~~ (12) If this title prescribes ((notice)) requirements for
39 notices or other communications in particular circumstances, those
40 requirements govern. If articles of incorporation or bylaws prescribe

1 (~~notice~~) requirements for notices or other communications, not
2 inconsistent with this section or other provisions of this title,
3 those requirements govern. The articles of incorporation or bylaws
4 may authorize or require delivery of notices of meetings of directors
5 by electronic transmission.

6 (13) In the event that any provisions of this title are deemed to
7 modify, limit, or supersede the federal electronic signatures in
8 global and national commerce act, 15 U.S.C. Sec. 7001 et seq., the
9 provisions of this title will control to the maximum extent permitted
10 by section 102(a)(2) of that federal act.

11 **Sec. 41.** RCW 23B.01.420 and 2003 c 35 s 1 are each amended to
12 read as follows:

13 (1) A corporation has (~~provided~~) delivered written notice or
14 any other (~~record to~~) report or statement to all shareholders of
15 record who share a common address if all of the following
16 requirements are met:

17 (a) The corporation delivers one copy of the notice (~~or other~~
18 ~~record~~), report, or statement to the common address;

19 (b) The corporation addresses the notice (~~or other record~~),
20 report, or statement to the shareholders who share that address
21 either as a group or to each of the shareholders individually; and

22 (c) Each of those shareholders consents (~~in a record~~) to
23 delivery of a single copy of such ((a)) notice (~~or other record~~),
24 report, or statement to the shareholders' common address, and the
25 corporation notifies each shareholder of the duration of that
26 shareholder's consent, and explains the manner by which the
27 shareholder can revoke the consent.

28 (2) For purposes of this section, "address" means a street
29 address, a post office box number, a facsimile telephone number, ((a
30 common)) an address, location, or system for electronic
31 transmissions, an email address, or another similar destination to
32 which records are delivered.

33 (3) If a shareholder (~~revokes~~) delivers written notice of
34 revocation to consent to delivery of a single copy of any notice (~~or~~
35 ~~other record~~), report, or statement to a common address, or
36 (~~notifies~~) delivers written notice to the corporation that the
37 shareholder wishes to receive an individual copy of any notice (~~or~~
38 ~~other record~~), report, or statement, the corporation shall begin
39 sending individual copies to that shareholder within thirty days

1 after (~~the corporation receives the revocation of consent or~~)
2 delivery of the written notice.

3 (4) Prior to the delivery of notice by electronic transmission to
4 a common address, (~~location, or system for electronic transmissions~~
5 ~~under this section,~~) each shareholder consenting to receive notice
6 under this section must also have consented to the receipt of notices
7 by electronic transmission as provided in RCW 23B.01.410.

8 **Sec. 42.** RCW 23B.02.050 and 2015 c 176 s 2113 are each amended
9 to read as follows:

10 (1) After incorporation:

11 (a) If initial directors are named in the articles of
12 incorporation, the initial directors shall hold an organizational
13 meeting, at the call of a majority of the directors, to complete the
14 organization of the corporation by appointing officers, adopting
15 bylaws, and carrying on any other business brought before the
16 meeting;

17 (b) If initial directors are not named in the articles, the
18 incorporator or incorporators shall hold an organizational meeting at
19 the call of a majority of the incorporators:

20 (i) To elect directors and complete the organization of the
21 corporation; or

22 (ii) To elect a board of directors who shall complete the
23 organization of the corporation.

24 (2) Corporate action required or permitted by this title to be
25 approved by incorporators at an organizational meeting may be
26 approved without a meeting if the approval is evidenced by (~~the~~
27 ~~consent of each of the incorporators in the form of a record~~) one or
28 more written consents describing the corporate action so approved and
29 executed by each incorporator.

30 (3) An organizational meeting may be held in or out of this
31 state.

32 (4) A corporation must deliver an initial report to the secretary
33 of state in accordance with RCW 23.95.255.

34 **Sec. 43.** RCW 23B.06.200 and 1989 c 165 s 48 are each amended to
35 read as follows:

36 (1) A written subscription for shares entered into before
37 incorporation is irrevocable for six months unless the subscription

1 agreement provides a longer or shorter period or all the subscribers
2 agree to revocation.

3 (2) The board of directors may determine the payment terms of
4 subscriptions for shares that were entered into before
5 incorporation, unless the subscription agreement specifies them. A
6 call for payment by the board of directors must be uniform so far as
7 practicable as to all shares of the same class or series, unless the
8 subscription agreement specifies otherwise.

9 (3) Shares issued pursuant to subscriptions entered into before
10 incorporation are fully paid and nonassessable when the corporation
11 receives the consideration specified in the subscription agreement.

12 (4) If a subscriber defaults in payment of money or property
13 under a subscription agreement entered into before incorporation, the
14 corporation may collect the amount owed as any other debt.
15 Alternatively, unless the subscription agreement provides otherwise,
16 the corporation may rescind the agreement and may sell the shares if
17 the debt remains unpaid more than twenty days after the corporation
18 (~~sends~~) delivers a written demand for payment to the subscriber.

19 (5) A subscription agreement entered into after incorporation is
20 a contract between the subscriber and the corporation subject to RCW
21 23B.06.210.

22 **Sec. 44.** RCW 23B.06.250 and 1989 c 165 s 53 are each amended to
23 read as follows:

24 (1) Shares may, but need not, be represented by certificates.
25 Unless this title or another statute expressly provides otherwise,
26 the rights and obligations of shareholders are identical regardless
27 of whether (~~or not~~) their shares are represented by certificates.

28 (2) At a minimum each share certificate must state on its face:

29 (a) The name of the issuing corporation and that it is organized
30 under the laws of this state;

31 (b) The name of the person to whom issued; and

32 (c) The number and class of shares and the designation of the
33 series, if any, the certificate represents.

34 (3) If the issuing corporation is authorized to issue different
35 classes of shares or different series within a class, the
36 designations, relative rights, preferences, and limitations
37 applicable to each class and the variations in rights, preferences,
38 and limitations determined for each series, and the authority of the
39 board of directors to determine variations for future series, must be

1 summarized on the front or back of each certificate. Alternatively,
2 each certificate may state conspicuously on its front or back that
3 the corporation will furnish the shareholder this information without
4 charge on request in writing.

5 (4) Each share certificate (a) must be (~~signed, either manually~~
6 ~~or in facsimile,~~) executed by two officers designated in the bylaws
7 or by the board of directors and (b) may bear the corporate seal or
8 its facsimile.

9 (5) If the person who (~~signed, either manually or in~~
10 ~~facsimile,~~) executed a share certificate no longer holds office when
11 the certificate is issued, the certificate is nevertheless valid.

12 **Sec. 45.** RCW 23B.06.260 and 2009 c 189 s 10 are each amended to
13 read as follows:

14 (1) Unless the articles of incorporation or bylaws provide
15 otherwise, the board of directors of a corporation may approve the
16 (~~issue~~) issuance of some or all of the shares of any or all of its
17 classes or series without certificates. The approval does not affect
18 shares already represented by certificates until they are surrendered
19 to the corporation.

20 (2) Within a reasonable time after the (~~issue~~) issuance or
21 transfer of shares without certificates, the corporation shall
22 (~~send~~) deliver to the shareholder a (~~record~~) written statement
23 containing the information required on certificates by RCW 23B.06.250
24 (2) and (3), and, if applicable, RCW 23B.06.270.

25 **Sec. 46.** RCW 23B.06.300 and 2019 c 141 s 2 are each amended to
26 read as follows:

27 (1) The shareholders of a corporation do not have a preemptive
28 right to acquire the corporation's unissued shares except to the
29 extent the articles of incorporation provide otherwise or as set
30 forth in subsection (2) of this section. A statement included in the
31 articles of incorporation that "the corporation elects to have
32 preemptive rights," or words of similar import, means that the
33 provisions set forth in subsection (3) of this section apply except
34 to the extent that the articles of incorporation provide otherwise.

35 (2) Unless the articles of incorporation provide otherwise, the
36 shareholders of a corporation formed before January 1, 2020, have a
37 preemptive right to acquire the corporation's unissued shares.

1 (3) If shareholders of a corporation have a preemptive right to
2 acquire the corporation's unissued shares under this section, the
3 following provisions apply:

4 (a) Unless the articles of incorporation provide otherwise, such
5 preemptive right is granted on uniform terms and conditions
6 prescribed by the board of directors to provide a fair and reasonable
7 opportunity to exercise the right, to acquire proportional amounts of
8 the corporation's unissued shares upon the decision of the board of
9 directors to issue them.

10 (b) Unless the articles of incorporation provide otherwise, a
11 shareholder may waive the shareholder's preemptive right. A waiver
12 evidenced by ~~((an executed record))~~ a writing is irrevocable even
13 though it is not supported by consideration.

14 (c) Unless the articles of incorporation provide otherwise, there
15 is no preemptive right with respect to:

16 (i) Shares issued as compensation to directors, officers, agents,
17 employees, or other service providers of the corporation, or its
18 subsidiaries or affiliates;

19 (ii) Shares issued to satisfy conversion or option rights created
20 to provide compensation to directors, officers, agents, or employees
21 of the corporation, or its subsidiaries or affiliates;

22 (iii) Shares issued pursuant to the corporation's initial plan of
23 financing; and

24 (iv) Shares issued for consideration other than money.

25 (d) Unless the articles of incorporation provide otherwise:

26 (i) Holders of shares of any class without general voting rights
27 but with preferential rights to distributions or assets have no
28 preemptive rights with respect to shares of any class; and

29 (ii) Holders of shares of any class with general voting rights
30 but without preferential rights to distributions or assets have no
31 preemptive rights with respect to shares of any class with
32 preferential rights to distributions or assets unless the shares with
33 preferential rights are convertible into or carry a right to
34 subscribe for or acquire shares without preferential rights.

35 (e) Unless the articles of incorporation provide otherwise,
36 shares subject to preemptive rights that are not acquired by
37 shareholders may be issued to any person for a period of one year
38 after being offered to shareholders at a consideration set by the
39 board of directors that is not lower than the consideration set for
40 the exercise of preemptive rights. An offer at a lower consideration

1 or after the expiration of one year is subject to the shareholders'
2 preemptive rights.

3 (f) For purposes of this section, "shares" includes a security
4 convertible into or carrying a right to subscribe for or acquire
5 shares.

6 **Sec. 47.** RCW 23B.07.010 and 2018 c 55 s 1 are each amended to
7 read as follows:

8 (1) Except as provided in subsections (2) and (6) of this
9 section, a corporation shall hold a meeting of shareholders annually
10 for the election of directors at a time stated in or fixed in
11 accordance with the bylaws.

12 (2)(a) If the articles of incorporation or the bylaws of a
13 corporation registered as an investment company under the investment
14 company act of 1940 so provide, the corporation is not required to
15 hold an annual meeting of shareholders in any year in which the
16 election of directors is not required by the investment company act
17 of 1940.

18 (b) If a corporation is required under (a) of this subsection to
19 hold an annual meeting of shareholders to elect directors, the
20 meeting shall be held no later than one hundred twenty days after the
21 occurrence of the event requiring the meeting.

22 (3) Subject to subsection (4) of this section:

23 (a) Annual shareholders' meetings may be held in or out of this
24 state at the place stated in or fixed in accordance with the bylaws;
25 and

26 (b) If no place is stated in or fixed in accordance with the
27 bylaws, annual meetings shall be held at the corporation's principal
28 office.

29 (4) Unless the articles of incorporation or bylaws provide
30 otherwise, if the board of directors or another person is authorized
31 in the bylaws to determine the place of annual meetings, the board of
32 directors or such other person may, in the sole discretion of the
33 board of directors or such other person, determine that an annual
34 meeting will not involve a physical assembly of shareholders at a
35 particular geographic location, but instead will be held solely by
36 means of remote communication, in accordance with RCW 23B.07.080.

37 (5) The failure to hold an annual meeting at the time stated in
38 or fixed in accordance with a corporation's bylaws does not affect
39 the validity of any corporate action.

1 (6) Shareholders may (~~act by consent set forth in a record to~~)
2 elect directors by written consent as permitted by RCW 23B.07.040 in
3 lieu of holding an annual meeting.

4 **Sec. 48.** RCW 23B.07.020 and 2018 c 55 s 2 are each amended to
5 read as follows:

6 (1) A corporation shall hold a special meeting of shareholders:

7 (a) On call of its board of directors or the person or persons
8 authorized to do so by the articles of incorporation or bylaws; or

9 (b) Except as set forth in subsections (2) and (3) of this
10 section, if (~~the holders of~~) shareholders holding at least ten
11 percent of all the votes entitled to be cast on any issue proposed to
12 be considered at the proposed special meeting execute, date, and
13 deliver to the (~~corporation's secretary~~) corporation one or more
14 written demands (~~set forth in an executed and dated record~~) for the
15 meeting describing the purpose or purposes for which it is to be
16 held(~~, which demands shall be set forth either (i) in an executed~~
17 ~~record or (ii) if the corporation has designated an address,~~
18 ~~location, or system to which the demands may be electronically~~
19 ~~transmitted and the demands are electronically transmitted to that~~
20 ~~designated address, location, or system, in an executed~~
21 ~~electronically transmitted record)).~~

22 (2) The right of shareholders of a public company to call a
23 special meeting may be limited or denied to the extent provided in
24 the articles of incorporation.

25 (3) If the corporation is other than a public company, the
26 articles of incorporation or bylaws may require the demand specified
27 in subsection (1)(b) of this section be made by a greater percentage,
28 not in excess of twenty-five percent, of all the votes entitled to be
29 cast on any issue proposed to be considered at the proposed special
30 meeting.

31 (4) If not otherwise fixed under RCW 23B.07.030 or 23B.07.070,
32 the record date for determining shareholders entitled to demand a
33 special meeting is the (~~date of delivery of the~~) first date on
34 which an executed shareholder demand (~~in compliance with subsection~~
35 ~~(1) of this section~~) is delivered to the corporation.

36 (5) Subject to subsection (6) of this section:

37 (a) Special shareholders' meetings may be held in or out of this
38 state at the place stated in or fixed in accordance with the bylaws;
39 and

1 (b) If no place is stated or fixed in accordance with the bylaws,
2 special meetings shall be held at the corporation's principal office.

3 (6) Unless the articles of incorporation or bylaws provide
4 otherwise, if the board of directors or another person is authorized
5 in the bylaws to determine the place of special meetings, the board
6 of directors or such other person may, in the sole discretion of the
7 board of directors or such other person, determine that a special
8 meeting will not involve a physical assembly of shareholders at a
9 particular geographic location, but instead will be held solely by
10 means of remote communication, in accordance with RCW 23B.07.080.

11 (7) Only business within the purpose or purposes described in the
12 meeting notice required by RCW 23B.07.050(3) may be conducted at a
13 special shareholders' meeting.

14 **Sec. 49.** RCW 23B.07.035 and 2007 c 467 s 6 are each amended to
15 read as follows:

16 (1) A corporation having any shares listed on a national
17 securities exchange or regularly traded in a market maintained by one
18 or more members of a national or affiliated securities association
19 shall, and any other corporation may, appoint one or more inspectors
20 to act at a meeting of shareholders (~~(and make a written report of~~
21 ~~the inspectors' determinations)~~) in connection with determining
22 voting results. Each inspector shall (~~(take and sign an oath)~~) verify
23 in writing that the inspector will faithfully (~~(to)~~) execute the
24 duties of inspector with strict impartiality and according to the
25 best of the inspector's ability.

26 (2) The inspectors shall:

27 (a) Ascertain the number of shares outstanding and the voting
28 power of each;

29 (b) Determine the shares represented at a meeting;

30 (c) Determine the validity of (~~(proxies)~~) proxy appointments and
31 ballots;

32 (d) Count (~~(all)~~) the votes and ballots; and

33 (e) (~~(Determine)~~) Make a written report of the results.

34 (3) An inspector may be an officer or employee of the
35 corporation.

36 (4) If no challenge of a determination by the inspectors is
37 timely made, such determination is conclusive. Challenge of any
38 determination by the inspectors may be made in a court of competent
39 jurisdiction.

1 **Sec. 50.** RCW 23B.07.040 and 2009 c 189 s 14 are each amended to
2 read as follows:

3 (1) (a) Corporate action required or permitted by this title to be
4 approved by a shareholder vote at a meeting may be approved without a
5 meeting or a vote if either:

6 (i) The corporate action is approved by all shareholders entitled
7 to vote on the corporate action; or

8 (ii) The corporate action is approved by shareholders holding of
9 record or otherwise entitled to vote in the aggregate not less than
10 the minimum number of votes that would be necessary to approve such
11 corporate action at a meeting at which all shares entitled to vote on
12 the corporate action were present and voted, and at the time the
13 corporate action is approved the corporation is not a public company
14 and is authorized to approve such corporate action under this
15 subsection (1) (a) (ii) by a general or limited authorization contained
16 in its articles of incorporation.

17 (b) Corporate action may be approved by shareholders without a
18 meeting or a vote (~~(by means of execution of a single consent or~~
19 ~~multiple counterpart consents by)) if the approval is evidenced by
20 one or more written consents:~~

21 (i) Executed by shareholders holding of record or otherwise
22 entitled to vote in the aggregate not less than the minimum number of
23 votes necessary under (a) (i) or (ii) of this subsection (~~(. Any such~~
24 ~~shareholder consent must: (i) Be in the form of an executed record))~~);

25 (ii) (~~(indicate))~~) Indicating the date of execution (~~(of the~~
26 ~~consent by each shareholder who executes it))~~), which date must be on
27 or after the applicable record date determined in accordance with
28 subsection (2) of this section;

29 (iii) (~~(describe))~~) Describing the corporate action being
30 approved; and

31 (iv) (~~(when))~~) Delivered to the corporation for filing by the
32 corporation with the minutes or corporate records in accordance with
33 subsection (4) of this section. When delivered to each shareholder
34 for execution, the consent must include or be accompanied by the same
35 material that would have been required by this title to be delivered
36 to shareholders in or accompanying a notice of meeting at which the
37 proposed corporate action would have been submitted for shareholder
38 approval (~~(; and (v) be delivered to the corporation for inclusion in~~
39 ~~the minutes or filing with the corporate records in accordance with~~
40 ~~subsection (4) of this section)). A shareholder may withdraw an~~

1 executed shareholder consent by delivering a written notice of
2 withdrawal (~~in the form of an executed record~~) to the corporation
3 prior to the time when shareholder consents sufficient to approve the
4 corporate action have been delivered to the corporation.

5 (c) A written consent in the form of an electronic transmission
6 must contain or be accompanied by information from which the
7 corporation can determine that the electronic transmission was
8 transmitted by the shareholder and the date on which the shareholder
9 transmitted the electronic transmission.

10 (2) The record date for determining shareholders entitled to
11 approve a corporate action without a meeting may be fixed under RCW
12 23B.07.030 or 23B.07.070, but if not so fixed shall be the date of
13 execution indicated on the earliest dated shareholder consent
14 executed under subsection (1) of this section, even though such
15 shareholder consent may not have been delivered to the corporation on
16 that date.

17 (3) (a) Notice that shareholder consents are being sought under
18 subsection (1) (a) of this section (~~shall~~) must be given, by the
19 corporation or by another person soliciting such consents, on or
20 promptly after the record date, to all shareholders entitled to vote
21 on the record date who have not yet executed the shareholder consent
22 and, if this title would otherwise require that notice of a meeting
23 of shareholders to consider the proposed corporate action be given to
24 nonvoting shareholders, to all nonvoting shareholders as of the
25 record date. Notice given under this subsection (3) (a) (~~shall~~) must
26 include or be accompanied by the same information required to be
27 included in or to accompany the shareholder consent under subsection
28 (1) (b) (iii) and (iv) of this section.

29 (b) Notice that sufficient (~~shareholder~~) written consents have
30 been executed to approve the proposed corporate action under either
31 of subsection (1) (a) (i) or (ii) of this section (~~shall~~) must be
32 given by the corporation, promptly after delivery to the corporation
33 of (~~shareholder~~) written consents sufficient to approve the
34 corporate action in accordance with subsection (4) of this section,
35 to all shareholders entitled to vote on the record date and, if this
36 title would otherwise require that notice of a meeting of
37 shareholders to consider the proposed corporate action be given to
38 nonvoting shareholders, to all nonvoting shareholders as of the
39 record date.

1 (4) Unless the consent executed by shareholders specifies a later
2 time as the time at which the approval of the corporate action is to
3 be effective ((date)), shareholder approval obtained under this
4 section is effective when:

5 (a) Executed shareholder consents sufficient to approve the
6 proposed corporate action have been delivered to the corporation(~~(7~~
7 ~~either at an address designated by the corporation for delivery of~~
8 ~~such shareholder consents or at the corporation's registered office,~~
9 ~~or to such electronic address, location, or system as the corporation~~
10 ~~may have designated for delivery of such shareholder consents)) in
11 any manner authorized by RCW 23B.01.410; and~~

12 (b) ~~((any))~~ Any period of advance notice required by the
13 corporation's articles of incorporation to be given to any
14 nonconsenting shareholders has been satisfied. ~~((Executed shareholder~~
15 ~~consents are not))~~ No written consent is effective to approve a
16 proposed corporate action unless, within sixty days after the
17 earliest date ~~((of the earliest dated shareholder))~~ on which a
18 consent delivered to the corporation as required by this section was
19 executed, written consents executed by a sufficient number of
20 shareholders to approve the corporate action are delivered to the
21 corporation.

22 (5) Approval of corporate action by ~~((execution of shareholder))~~
23 written consents under this section has the effect of a meeting vote
24 and may be described as such in any ~~((record))~~ document, except that,
25 if the corporate action requires the filing of a certificate under
26 any other section of this title, the certificate so filed shall
27 state, in lieu of any statement required by that section concerning
28 any vote of shareholders, that shareholder approval has been obtained
29 in accordance with this section and that notice to any nonconsenting
30 shareholders has been given to the extent required by this section.

31 **Sec. 51.** RCW 23B.07.060 and 2009 c 189 s 15 are each amended to
32 read as follows:

33 (1) A shareholder may waive any notice required by this title,
34 the articles of incorporation, or bylaws before or after the date and
35 time ~~((of the meeting that is the subject of such))~~ stated in the
36 notice, or in the case of notice required by RCW 23B.07.040(3),
37 before or after the corporate action to be approved by ~~((executed))~~
38 written consent becomes effective. Except as provided by subsections
39 (2) and (3) of this section, the waiver must be ~~((delivered))~~ in

1 writing, be executed by the shareholder entitled to the notice, and
2 be delivered to the corporation for ~~((inclusion in))~~ filing by the
3 corporation with the minutes or ~~((filing with the))~~ corporate
4 records ~~((, which waiver shall be set forth either (a) in an executed~~
5 ~~and dated record or (b) if the corporation has designated an address,~~
6 ~~location, or system to which the waiver may be electronically~~
7 ~~transmitted and the waiver is electronically transmitted to the~~
8 ~~designated address, location, or system, in an executed and dated~~
9 ~~electronically transmitted record)).~~

10 (2) A shareholder's attendance at a meeting waives objection to
11 lack of notice or defective notice of the meeting, unless the
12 shareholder at the beginning of the meeting objects to holding the
13 meeting or transacting business at the meeting.

14 (3) A shareholder waives objection to consideration of a
15 particular matter at a meeting that is not within the purpose or
16 purposes described in the meeting notice, unless the shareholder
17 objects to considering the matter when it is presented.

18 **Sec. 52.** RCW 23B.07.200 and 2009 c 189 s 17 are each amended to
19 read as follows:

20 (1) After fixing a record date for a meeting, a corporation shall
21 prepare an alphabetical list of the names of all its shareholders on
22 the record date who are entitled to notice of a shareholders'
23 meeting. The list must be arranged by voting group, and within each
24 voting group by class or series of shares, and show the address of
25 and number of shares held by each shareholder. Nothing contained in
26 this section requires the corporation to include on such list the
27 electronic mail address or other electronic contact information of a
28 shareholder.

29 (2) The shareholders' list must be available for inspection by
30 any shareholder, beginning ten days prior to the meeting and
31 continuing through the meeting, at the corporation's principal office
32 or at a place identified in the meeting notice in the city where the
33 meeting will be held. A shareholder, the shareholder's agent, or the
34 shareholder's attorney is entitled to inspect the list, during
35 regular business hours and at the shareholder's expense, during the
36 period it is available for inspection.

37 (3) The corporation shall make the shareholders' list available
38 at the meeting, and any shareholder, the shareholder's agent, or the

1 shareholder's attorney is entitled to inspect the list at any time
2 during the meeting or any adjournment.

3 (4) If the corporation refuses to allow a shareholder, the
4 shareholder's agent, or the shareholder's attorney to inspect the
5 shareholders' list before or at the meeting, the superior court of
6 the county where a corporation's principal office, or, if none in
7 this state, its registered office, is located, on application of the
8 shareholder, may summarily order the inspection at the corporation's
9 expense and may postpone the meeting for which the list was prepared
10 until the inspection is complete.

11 (5) A shareholder's right to copy the shareholders' list, and a
12 shareholder's right to otherwise inspect and copy the record of
13 shareholders, is governed by RCW 23B.16.020(3).

14 (6) Refusal or failure to prepare or make available the
15 shareholders' list does not affect the validity of corporate action
16 approved at the meeting.

17 **Sec. 53.** RCW 23B.07.220 and 2002 c 297 s 25 are each amended to
18 read as follows:

19 (1) A shareholder may vote the shareholder's shares in person or
20 by proxy.

21 (2) A shareholder or the shareholder's agent or attorney-in-fact
22 may appoint a proxy to vote or otherwise act for the shareholder
23 by((÷

24 ~~(a) Executing a writing authorizing another person or persons to~~
25 ~~act for the shareholder as proxy. Execution may be accomplished by~~
26 ~~the shareholder or the shareholder's authorized officer, director,~~
27 ~~employee, or agent signing the writing or causing his or her~~
28 ~~signature to be affixed to the writing by any reasonable means~~
29 ~~including, but not limited to, by facsimile signature; or~~

30 ~~(b) Authorizing another person or persons to act for the~~
31 ~~shareholder as proxy by transmitting or authorizing the transmission~~
32 ~~of a recorded telephone call, voice mail, or other electronic~~
33 ~~transmission to the person who will be the holder of the proxy or to~~
34 ~~a proxy solicitation firm, proxy support service organization, or~~
35 ~~like agent duly authorized by the person who will be the holder of~~
36 ~~the proxy to receive the transmission, provided that the transmission~~
37 ~~must either set forth or be submitted with information, including any~~
38 ~~security or validation controls used, from which it can reasonably be~~
39 ~~determined that the transmission was authorized by the shareholder.~~

1 ~~If it is determined that the transmission is valid, the inspectors of~~
2 ~~election or, if there are no inspectors, any officer or agent of the~~
3 ~~corporation making that determination on behalf of the corporation~~
4 ~~shall specify the information upon which they relied. The corporation~~
5 ~~shall require the holders of proxies received by transmission to~~
6 ~~provide to the corporation copies of the transmission and the~~
7 ~~corporation shall retain copies of the transmission for a reasonable~~
8 ~~period of time after the election provided that they are retained for~~
9 ~~at least sixty days)) executing an appointment form, or by an~~
10 ~~electronic transmission. An electronic transmission must contain or~~
11 ~~be accompanied by information from which the recipient can determine~~
12 ~~the date of the transmission and that the transmission was authorized~~
13 ~~by the sender or the sender's agent or attorney-in-fact.~~

14 (3) An appointment of a proxy is effective when (~~a signed~~) an
15 executed appointment form or (~~telegram, cablegram, recorded~~
16 ~~telephone call, voice mail, or other~~) an electronic transmission of
17 the appointment is received by the inspector(~~s~~) of election or the
18 officer or agent of the corporation authorized to tabulate votes. An
19 appointment is valid for (~~eleven months unless a longer period is~~
20 ~~expressly~~) the term provided in the appointment form or electronic
21 transmission, and, if no term is provided, is valid for eleven months
22 unless the appointment is irrevocable under subsection (4) of this
23 section.

24 (4) An appointment of a proxy is revocable by the shareholder
25 unless the appointment (~~indicates~~) form or electronic transmission
26 states that it is irrevocable and the appointment is coupled with an
27 interest. Appointments coupled with an interest include the
28 appointment of:

- 29 (a) A pledgee;
30 (b) A person who purchased or agreed to purchase the shares;
31 (c) A creditor of the corporation who extended it credit under
32 terms requiring the appointment;
33 (d) An employee of the corporation whose employment contract
34 requires the appointment; or
35 (e) A party to a voting agreement created under RCW 23B.07.310.

36 (5) The death or incapacity of the shareholder appointing a proxy
37 does not affect the right of the corporation to accept the proxy's
38 authority unless notice of the death or incapacity is received by the
39 officer or agent of the corporation authorized to tabulate votes

1 before the proxy exercises the proxy's authority under the
2 appointment.

3 (6) An appointment made irrevocable under subsection (4) of this
4 section is revoked when the interest with which it is coupled is
5 extinguished.

6 (7) A transferee for value of shares subject to an irrevocable
7 appointment may revoke the appointment if the transferee did not know
8 of its existence when the transferee acquired the shares and the
9 existence of the irrevocable appointment was not noted conspicuously
10 on the certificate representing the shares or on the information
11 statement for shares without certificates.

12 (8) Subject to RCW 23B.07.240 and to any express limitation on
13 the proxy's authority stated in the appointment form or (~~recorded~~
14 ~~telephone call, voice mail, or other~~) electronic transmission, a
15 corporation is entitled to accept the proxy's vote or other action as
16 that of the shareholder making the appointment.

17 (~~(9) For the purposes of this section only, "sign" or~~
18 ~~"signature" includes any manual, facsimile, conformed, or electronic~~
19 ~~signature.~~)

20 **Sec. 54.** RCW 23B.07.240 and 2002 c 297 s 26 are each amended to
21 read as follows:

22 (1) If the name executed on a vote, ballot, consent, waiver, or
23 proxy appointment corresponds to the name of a shareholder, the
24 corporation, if acting in good faith, is entitled to accept the vote,
25 ballot, consent, waiver, or proxy appointment and give it effect as
26 the act of the shareholder.

27 (2) If the name executed on a vote, ballot, consent, waiver, or
28 proxy appointment does not correspond to the name of its shareholder,
29 the corporation, if acting in good faith, is nevertheless entitled to
30 accept the vote, ballot, consent, waiver, or proxy appointment and
31 give it effect as the act of the shareholder if:

32 (a) The shareholder is an entity and the name executed purports
33 to be that of an officer, partner, or agent of the entity;

34 (b) The name executed purports to be that of an administrator,
35 executor, guardian, or conservator representing the shareholder and,
36 if the corporation requests, evidence of fiduciary status acceptable
37 to the corporation has been presented with respect to the vote,
38 ballot, consent, waiver, or proxy appointment;

1 (c) The name executed purports to be that of a receiver or
2 trustee in bankruptcy of the shareholder and, if the corporation
3 requests, evidence of this status acceptable to the corporation has
4 been presented with respect to the vote, consent, waiver, or proxy
5 appointment;

6 (d) The name executed purports to be that of a pledgee,
7 beneficial owner, or attorney-in-fact of the shareholder and, if the
8 corporation requests, evidence acceptable to the corporation of the
9 signatory's authority to (~~sign~~) execute for the shareholder has
10 been presented with respect to the vote, ballot, consent, waiver, or
11 proxy appointment; or

12 (e) Two or more persons are the shareholder as cotenants or
13 fiduciaries and the name executed purports to be the name of at least
14 one of the co-owners and the person signing appears to be acting on
15 behalf of all the co-owners.

16 (3) The corporation is entitled to reject a vote, ballot,
17 consent, waiver, or proxy appointment if the (~~secretary or other~~
18 ~~officer or agent~~) person authorized to (~~tabulate~~) count votes,
19 acting in good faith, has reasonable basis for doubt about the
20 validity of its execution.

21 (4) (~~The~~) Neither the corporation (~~and its officer or agent~~
22 ~~who~~) nor the person authorized to count votes, including an
23 inspector of election under RCW 23B.07.035, that accepts or rejects a
24 vote, ballot, consent, waiver, or proxy appointment in good faith and
25 in accordance with the standards of this section or RCW 23B.07.220(2)
26 (~~are not~~) is liable in damages to the shareholder for the
27 consequences of the acceptance or rejection.

28 (5) Corporate action based on the acceptance or rejection of a
29 vote, ballot, consent, waiver, or proxy appointment under this
30 section, or RCW 23B.07.220(2) is valid unless a court of competent
31 jurisdiction determines otherwise.

32 **Sec. 55.** RCW 23B.07.300 and 2017 c 28 s 15 are each amended to
33 read as follows:

34 (1) One or more shareholders may create a voting trust,
35 conferring on a trustee the right to vote or otherwise act for them,
36 by (~~signing~~) executing an agreement setting out the provisions of
37 the trust, which may include anything consistent with its purpose,
38 and transferring their shares to the trustee. When a voting trust
39 agreement is (~~signed~~) executed, the trustee shall prepare a list of

1 the names and addresses of all voting trust beneficial owners,
2 together with the number and class of shares each voting trust
3 beneficial owner transferred to the trust, and deliver copies of the
4 list and agreement to the corporation's principal office.

5 (2) A voting trust becomes effective on the date the first shares
6 subject to the trust are registered in the trustee's name.

7 (3) Limits, if any, on the duration of a voting trust are to be
8 as set forth in the voting trust agreement. A voting trust that
9 became effective when this section limited the term of a voting trust
10 to ten years will remain governed by the provisions of this section
11 then in effect relating to the duration of voting trusts, unless the
12 voting trust agreement is amended to provide otherwise by unanimous
13 agreement of the parties to that agreement.

14 **Sec. 56.** RCW 23B.07.310 and 1989 c 165 s 78 are each amended to
15 read as follows:

16 (1) Two or more shareholders may provide for the manner in which
17 they will vote their shares by (~~(signing)~~) executing an agreement for
18 that purpose. A voting agreement created under this section is not
19 subject to the provisions of RCW 23B.07.300.

20 (2) A voting agreement created under this section is specifically
21 enforceable.

22 **Sec. 57.** RCW 23B.07.320 and 2017 c 28 s 16 are each amended to
23 read as follows:

24 (1) An agreement among the shareholders of a corporation that is
25 not contrary to public policy and that complies with this section is
26 effective among the shareholders and the corporation even though it
27 is inconsistent with one or more other provisions of this title in
28 that it:

29 (a) Eliminates the board of directors or restricts the discretion
30 or powers of the board of directors;

31 (b) Governs the approval or making of distributions whether or
32 not in proportion to ownership of shares, subject to the limitations
33 in RCW 23B.06.400;

34 (c) Establishes who shall be directors or officers of the
35 corporation, or their terms of office or manner of selection or
36 removal;

37 (d) Governs, in general or in regard to specific matters, the
38 exercise or division of voting power by or between the shareholders

1 and directors or by or among any of them, including use of weighted
2 voting rights or director proxies;

3 (e) Establishes the terms and conditions of any agreement for the
4 transfer or use of property or the provision of services between the
5 corporation and any shareholder, director, officer, or employee of
6 the corporation or among any of them;

7 (f) Transfers to one or more shareholders or other persons all or
8 part of the authority to exercise the corporate powers or to manage
9 the business and affairs of the corporation;

10 (g) Provides a process by which a deadlock among directors or
11 shareholders may be resolved;

12 (h) Requires dissolution of the corporation at the request of one
13 or more shareholders or upon the occurrence of a specified event or
14 contingency; or

15 (i) Otherwise governs the exercise of the corporate powers or the
16 management of the business and affairs of the corporation or the
17 relationship among the shareholders, the directors, and the
18 corporation, or among any of them.

19 (2) An agreement authorized by this section shall be:

20 (a) Set forth in a written agreement that is (~~signed~~) executed
21 by all persons who are shareholders at the time of the agreement and
22 is made known to the corporation; and

23 (b) Subject to amendment only by all persons who are shareholders
24 at the time of the amendment, unless the agreement provides
25 otherwise.

26 (3) The existence of an agreement authorized by this section
27 shall be noted conspicuously on the front or back of each certificate
28 for outstanding shares or on the information statement required by
29 RCW 23B.06.260(2). If at the time of the agreement the corporation
30 has shares outstanding represented by certificates, the corporation
31 shall recall the outstanding certificates and issue substitute
32 certificates that comply with this subsection. The failure to note
33 the existence of the agreement on the certificate or information
34 statement shall not affect the validity of the agreement or any
35 action taken pursuant to it. Unless the agreement provides otherwise,
36 any person who acquires outstanding or newly issued shares in the
37 corporation after an agreement authorized by this section has been
38 effected, whether by purchase, gift, operation of law, or otherwise,
39 is deemed to have assented to the agreement and to be a party to the
40 agreement. A purchaser of shares who is aggrieved because he or she

1 at the time of purchase did not have actual or constructive knowledge
2 of the existence of the agreement may either: (a) Bring an action to
3 rescind the purchase within the earlier of ninety days after
4 discovery of the existence of the agreement or two years after the
5 purchase of the shares; or (b) continue to hold the shares subject to
6 the agreement but with a right of action for any damages resulting
7 from nondisclosure of the existence of the agreement. A purchaser
8 shall be deemed to have constructive knowledge of the existence of
9 the agreement if its existence is noted on the certificate or
10 information statement for the shares in compliance with this
11 subsection and, if the shares are not represented by a certificate,
12 the information statement is delivered to the purchaser at or prior
13 to the time of purchase of the shares.

14 (4) An agreement authorized by this section shall cease to be
15 effective when shares of the corporation are listed on a national
16 securities exchange or regularly traded in a market maintained by one
17 or more members of a national or affiliated securities association.

18 (5) An agreement authorized by this section that limits the
19 discretion or powers of the board of directors shall relieve the
20 directors of, and impose upon the person or persons in whom such
21 discretion or powers are vested, liability for acts or omissions
22 imposed by law on directors to the extent that the discretion or
23 powers of the directors are limited by the agreement.

24 (6) The existence or performance of an agreement authorized by
25 this section shall not be a ground for imposing personal liability on
26 any shareholder for the acts or debts of the corporation even if the
27 agreement or its performance treats the corporation as if it were a
28 partnership or results in failure to observe the corporate
29 formalities otherwise applicable to the matters governed by the
30 agreement.

31 (7) Incorporators or subscribers for shares may act as
32 shareholders with respect to an agreement authorized by this section
33 if no shares have been issued when the agreement is made.

34 (8) Limits, if any, on the duration of an agreement governed by
35 this section are to be as set forth in the agreement. An agreement
36 governed by this section that became effective when this section
37 limited the term of such an agreement to ten years unless the
38 agreement provided otherwise will remain governed by the provisions
39 of this section then in effect relating to the duration of agreements
40 among shareholders.

1 **Sec. 58.** RCW 23B.08.070 and 2007 c 467 s 3 are each amended to
2 read as follows:

3 (1) A director may resign at any time by delivering a written
4 notice (~~((in the form of an executed))~~) of resignation to the board of
5 directors, its chairperson, the president, or the secretary of the
6 corporation.

7 (2) A (~~(notice of)~~) resignation is effective (~~((when the~~
8 ~~resignation is delivered unless the resignation specifies a later~~
9 ~~effective date, or an effective date))~~) as provided in RCW
10 23B.01.410(9) unless the notice provides for a delayed effectiveness,
11 including effectiveness determined upon (~~(the happening of an))~~) a
12 future event or events. A (~~(notice of)~~) resignation that is
13 conditioned upon failing to receive a specified vote for election as
14 a director may provide that it is irrevocable.

15 **Sec. 59.** RCW 23B.08.210 and 2009 c 189 s 24 are each amended to
16 read as follows:

17 (1) Unless the articles of incorporation or bylaws provide
18 otherwise, corporate action required or permitted by this title to be
19 approved at a board of directors' meeting may be approved without a
20 meeting if the corporate action is approved by all members of the
21 board. The approval of the corporate action must be evidenced by one
22 or more written consents describing the corporate action being
23 approved, executed by each director either before or after the
24 corporate action becomes effective, and delivered to the corporation
25 for inclusion in the minutes or filing with the corporate records(~~(7~~
26 ~~each of which consents shall be set forth either (a) in an executed~~
27 ~~record or (b) if the corporation has designated an address, location,~~
28 ~~or system to which the consents may be electronically transmitted and~~
29 ~~the consent is electronically transmitted to the designated address,~~
30 ~~location, or system, in an executed electronically transmitted~~
31 ~~record)).~~

32 (2) A written consent in the form of an electronic transmission
33 must contain or be accompanied by information from which the
34 corporation can determine that the electronic transmission was
35 transmitted by the director and the date on which the director
36 transmitted the electronic transmission.

37 (3) Corporate action is approved under this section when the last
38 director executes the consent.

1 ~~((3))~~ (4) A consent under this section has the effect of a
2 meeting vote and may be described as such in any ~~((record))~~ document.

3 **Sec. 60.** RCW 23B.08.230 and 2009 c 189 s 25 are each amended to
4 read as follows:

5 (1) A director may waive any notice required by this title, the
6 articles of incorporation, or bylaws before or after the date and
7 time stated in the notice, and such waiver shall be equivalent to the
8 giving of such notice. Except as provided by subsection (2) of this
9 section, the waiver must be ~~((delivered))~~ in writing, executed by the
10 director entitled to the notice, and delivered to the corporation for
11 inclusion in the minutes or filing with the corporate records ~~((7~~
12 ~~which waiver shall be set forth either (a) in an executed record or~~
13 ~~(b) if the corporation has designated an address, location, or system~~
14 ~~to which the waiver may be electronically transmitted and the waiver~~
15 ~~has been electronically transmitted to the designated address,~~
16 ~~location, or system, in an executed electronically transmitted~~
17 ~~record))~~.

18 (2) A director's attendance at or participation in a meeting
19 waives any required notice to the director of the meeting unless the
20 director at the beginning of the meeting, or promptly upon the
21 director's arrival, objects to holding the meeting or transacting
22 business at the meeting and does not thereafter vote for or assent to
23 any corporate action approved at the meeting.

24 **Sec. 61.** RCW 23B.08.240 and 2009 c 189 s 26 are each amended to
25 read as follows:

26 (1) Unless the articles of incorporation or bylaws require a
27 greater or lesser number, a quorum of a board of directors consists
28 of a majority of the number of directors specified in or fixed in
29 accordance with the articles of incorporation or bylaws.

30 (2) Notwithstanding subsection (1) of this section, a quorum of a
31 board of directors may in no event be less than one-third of the
32 number of directors specified in or fixed in accordance with the
33 articles of incorporation or bylaws.

34 (3) If a quorum is present when a vote is taken, the affirmative
35 vote of a majority of directors present is the act of the board of
36 directors unless the articles of incorporation or bylaws require the
37 vote of a greater number of directors.

1 (4) A director who is present at a meeting of the board of
2 directors when corporate action is approved is deemed to have
3 assented to the corporate action unless: (a) The director objects at
4 the beginning of the meeting, or promptly upon the director's
5 arrival, to holding it or transacting business at the meeting; (b)
6 the director's dissent or abstention as to the corporate action is
7 entered in the minutes of the meeting; or (c) the director delivers
8 written notice of the director's dissent or abstention as to the
9 corporate action to the presiding officer of the meeting before
10 adjournment or to the corporation within a reasonable time after
11 adjournment of the meeting. The right of dissent or abstention is not
12 available to a director who votes in favor of the corporate action.

13 **Sec. 62.** RCW 23B.08.430 and 1989 c 165 s 103 are each amended to
14 read as follows:

15 (1) An officer may resign at any time by delivering a written
16 notice to the board of directors, its chairperson, or to the
17 appointing officer or the secretary of the corporation. A resignation
18 is effective ((when the notice is delivered unless the notice
19 specifies a later effective date)) as provided in RCW 23B.01.410(9)
20 unless the notice provides for a delayed effectiveness, including
21 effectiveness determined upon a future event or events. If
22 effectiveness of a resignation is stated to be delayed and the board
23 of directors or the appointing officer accepts the delay, the board
24 of directors or the appointing officer may fill the pending vacancy
25 before the delayed effectiveness but the new officer may not take
26 office until the vacancy occurs.

27 (2) ((A)) The board of directors may remove any officer at any
28 time with or without cause. An officer or assistant officer(~~(, if~~
29 ~~appointed by another officer,~~) may be removed by ~~((any officer~~
30 ~~authorized to appoint officers or assistant officers))~~);

31 (a) An appointing officer at any time with or without cause,
32 unless the bylaws or the board of directors provide otherwise; or

33 (b) Any other officer if authorized by the bylaws or the board of
34 directors.

35 (3) In this section, "appointing officer" means the officer,
36 including any successor to that officer, who appointed the officer
37 resigning or being removed.

1 **Sec. 63.** RCW 23B.08.530 and 1989 c 165 s 108 are each amended to
2 read as follows:

3 (1) A corporation may pay for or reimburse the reasonable
4 expenses incurred by a director who is a party to a proceeding in
5 advance of final disposition of the proceeding if:

6 (a) The director (~~((furnishes))~~) delivers to the corporation ((a))
7 an executed written affirmation of the director's good faith belief
8 that the director has met the standard of conduct described in RCW
9 23B.08.510; and

10 (b) The director (~~((furnishes))~~) delivers to the corporation ((a))
11 an executed written undertaking, executed personally or on the
12 director's behalf, to repay the advance if it is ultimately
13 determined that the director did not meet the standard of conduct.

14 (2) The undertaking required by subsection (1)(b) of this section
15 must be an unlimited general obligation of the director but need not
16 be secured and may be accepted without reference to financial ability
17 to make repayment.

18 (3) Authorization of payments under this section may be made by
19 provision in the articles of incorporation or bylaws, by resolution
20 adopted by the shareholders or board of directors, or by contract.

21 **Sec. 64.** RCW 23B.09.020 and 2014 c 83 s 10 are each amended to
22 read as follows:

23 A plan of entity conversion must (~~((be in a record and must))~~)
24 include:

25 (1) The name of the domestic corporation before conversion;

26 (2) The name and form of the surviving entity after conversion;

27 (3) The terms and conditions of the conversion, including the
28 manner and basis for converting interests in the domestic corporation
29 into any combination of the interests, shares, obligations, or other
30 securities of the surviving entity or any other entity or into cash
31 or other property in whole or part; and

32 (4) The organic documents of the surviving entity as they will be
33 in effect immediately after consummation of the conversion.

34 **Sec. 65.** RCW 23B.09.030 and 2014 c 83 s 11 are each amended to
35 read as follows:

36 In the case of an entity conversion of a domestic corporation to
37 an other entity:

1 (1) The plan of entity conversion must be adopted by the board of
2 directors of the converting entity and the shareholders entitled to
3 vote must approve the plan.

4 (2) After adopting a plan of entity conversion, the board of
5 directors of the converting entity must submit the plan of entity
6 conversion for approval by its shareholders.

7 (3) The board of directors must recommend the plan of entity
8 conversion to the shareholders, unless (a) the board of directors
9 makes a determination that because of conflicts of interest or other
10 special circumstances it should not make such a recommendation; or
11 (b) RCW 23B.08.245 applies, and in either case the board of directors
12 communicates the basis for so proceeding to the shareholders.

13 (4) The board of directors may condition its submission of the
14 plan of entity conversion on any basis, including the affirmative
15 vote of holders of a specified percentage of shares held by any group
16 of shareholders not otherwise entitled to vote as a separate voting
17 group on the plan of entity conversion.

18 (5) In the case of an entity conversion of a domestic corporation
19 to a foreign corporation, in addition to any other voting conditions
20 imposed by the board of directors acting pursuant to subsection (4)
21 of this section, approval of the plan of entity conversion requires
22 the affirmative vote of shareholders that would be required to
23 approve a plan of merger under RCW 23B.11.030, and of each other
24 voting group entitled under RCW 23B.11.035 or the articles of
25 incorporation to vote separately on a plan of merger. Separate voting
26 by additional voting groups is required on a plan of entity
27 conversion if such voting group or groups would be entitled to vote
28 on a plan of merger under the circumstances described in RCW
29 23B.11.035. The articles of incorporation may require a greater or
30 lesser vote to approve a plan of entity conversion than that provided
31 in this subsection, or a greater or lesser vote by separate voting
32 groups, so long as the required vote is not less than a majority of
33 all the votes entitled to be cast on the plan of entity conversion
34 and of each other voting group entitled to vote separately on the
35 plan.

36 (6) In the case of an entity conversion of a domestic corporation
37 to an other entity that is not a foreign corporation, approval of the
38 plan of entity conversion requires the approval of all shareholders
39 of the domestic corporation, whether or not entitled to vote under
40 this title or the articles of incorporation.

1 (7) If as a result of the conversion one or more shareholders of
2 the domestic corporation would become subject to owner liability for
3 the debts, obligations, or liabilities of any other person or entity,
4 in addition to the approval requirements under subsections (5) and
5 (6) of this section, approval of the plan of entity conversion must
6 also require each such shareholder to execute a separate (~~record~~
7 ~~consenting~~) written consent to become subject to such owner
8 liability.

9 (8) If the approval of the shareholders is to be given at a
10 meeting, the domestic corporation must notify each shareholder,
11 whether or not entitled to vote, of the proposed meeting of
12 shareholders at which the plan of entity conversion is to be
13 submitted for approval in accordance with RCW 23B.07.050. The notice
14 must state that the purpose, or one of the purposes, of the meeting
15 is to consider the plan of entity conversion and must contain or be
16 accompanied by a copy or summary of the plan of entity conversion.
17 The notice must include or be accompanied by a copy of the organic
18 documents of the surviving entity as they will be in effect
19 immediately after the conversion.

20 (9) If any provision of the articles of incorporation, bylaws, or
21 an agreement to which any of the directors or shareholders of the
22 domestic corporation are parties, adopted, or entered into before
23 June 12, 2014, applies to a merger of the domestic corporation, other
24 than a provision that limits or eliminates voting or dissenters'
25 rights, and the document does not refer to an entity conversion of
26 the domestic corporation, the provision is deemed to apply to an
27 entity conversion of the domestic corporation until the provision is
28 subsequently amended.

29 **Sec. 66.** RCW 23B.09.040 and 2015 c 176 s 2121 are each amended
30 to read as follows:

31 (1) After a plan of entity conversion by a domestic corporation
32 converting into an other entity has been adopted and approved as
33 required by this chapter, articles of entity conversion must be
34 (~~signed~~) executed on behalf of the domestic corporation by any
35 officer or other duly authorized representative and must be delivered
36 to the secretary of state for filing.

37 (2) After the conversion of an other entity into a domestic
38 corporation has been adopted and approved as required by the organic
39 law of the converting entity, articles of entity conversion must be

1 (~~signed~~) executed on behalf of the converting entity by any officer
2 or other duly authorized representative and must be delivered to the
3 secretary of state for filing.

4 (3) The articles of entity conversion must set forth:

5 (a) A statement that the converting entity has been converted
6 into the surviving entity;

7 (b) The name and form of the converting entity before conversion;

8 (c) The name and form of the surviving entity after conversion,
9 which must be a name that satisfies the requirements of Article 3 of
10 chapter 23.95 RCW if the surviving entity after conversion is a
11 domestic corporation;

12 (d) Articles of incorporation that comply with RCW 23B.02.020 if
13 the surviving entity after conversion is a domestic corporation;

14 (e) The date the conversion is effective under the organic law of
15 the surviving entity;

16 (f) If the converting entity is a domestic corporation, a
17 statement that the conversion was duly approved by the shareholders
18 of the domestic corporation pursuant to RCW 23B.09.030;

19 (g) If the converting entity is an other entity, a statement that
20 the conversion was duly approved as required by the organic law of
21 the converting entity; and

22 (h) If the surviving entity is a foreign other entity not
23 authorized to transact business in this state: (i) A statement that
24 the surviving entity consents to service of process pursuant to RCW
25 23.95.450 in a proceeding to enforce any obligation or the rights of
26 dissenting shareholders of the domestic corporation; and (ii) the
27 street and mailing address of the entity's principal office that may
28 be used for service of process under RCW 23.95.450.

29 (4) The articles of entity conversion take effect at the
30 effective time provided in RCW 23.95.210. Articles of entity
31 conversion under subsection (1) or (2) of this section may be
32 combined with any required conversion filing under the organic law of
33 the other entity if the combined filing satisfies the requirements of
34 both this section and the organic law of the other entity.

35 **Sec. 67.** RCW 23B.09.060 and 2015 c 176 s 2123 are each amended
36 to read as follows:

37 (1) Unless otherwise provided in a plan of entity conversion of a
38 domestic corporation, after the plan of entity conversion has been
39 adopted and approved as required by this chapter, and at any time

1 before the articles of entity conversion have become effective, the
2 planned conversion may be abandoned by the board of directors without
3 action by the shareholders.

4 (2) If any entity conversion is abandoned after articles of
5 entity conversion have been filed with the secretary of state but
6 before the entity conversion has become effective, a statement that
7 the entity conversion has been abandoned in accordance with this
8 section, (~~signed~~) executed by an officer or other duly authorized
9 representative, must be delivered to the secretary of state for
10 filing prior to the effective date of the entity conversion and in
11 accordance with RCW 23.95.215. Upon filing, the statement takes
12 effect and the entity conversion is deemed abandoned and may not
13 become effective.

14 **Sec. 68.** RCW 23B.13.030 and 2002 c 297 s 35 are each amended to
15 read as follows:

16 (1) A record shareholder may assert dissenters' rights as to
17 fewer than all the shares registered in the shareholder's name only
18 if the shareholder dissents with respect to all shares beneficially
19 owned by any one person and delivers to the corporation a notice of
20 the name and address of each person on whose behalf the shareholder
21 asserts dissenters' rights. The rights of a partial dissenter under
22 this subsection are determined as if the shares as to which the
23 dissenter dissents and the dissenter's other shares were registered
24 in the names of different shareholders.

25 (2) A beneficial shareholder may assert dissenters' rights as to
26 shares held on the beneficial shareholder's behalf only if:

27 (a) The beneficial shareholder (~~submits~~) delivers to the
28 corporation the record shareholder's executed written consent to the
29 dissent not later than the time the beneficial shareholder asserts
30 dissenters' rights (~~, which consent shall be set forth either (i) in~~
31 ~~a record or (ii) if the corporation has designated an address,~~
32 ~~location, or system to which the consent may be electronically~~
33 ~~transmitted and the consent is electronically transmitted to the~~
34 ~~designated address, location, or system, in an electronically~~
35 ~~transmitted record)); and~~

36 (b) The beneficial shareholder does so with respect to all shares
37 of which such shareholder is the beneficial shareholder or over which
38 such shareholder has power to direct the vote.

1 **Sec. 69.** RCW 23B.13.210 and 2009 c 189 s 43 are each amended to
2 read as follows:

3 (1) If proposed corporate action creating dissenters' rights
4 under RCW 23B.13.020 is submitted to a vote at a shareholders'
5 meeting, a shareholder who wishes to assert dissenters' rights must
6 (a) deliver to the corporation before the vote is taken written
7 notice of the shareholder's intent to demand payment for the
8 shareholder's shares if the proposed corporate action is effected,
9 and (b) not vote such shares in favor of the proposed corporate
10 action.

11 (2) If proposed corporate action creating dissenters' rights
12 under RCW 23B.13.020 is submitted for approval without a vote of
13 shareholders in accordance with RCW 23B.07.040, a shareholder who
14 wishes to assert dissenters' rights must not execute the consent or
15 otherwise vote such shares in favor of the proposed corporate action.

16 (3) A shareholder who does not satisfy the requirements of
17 subsection (1) or (2) of this section is not entitled to payment for
18 the shareholder's shares under this chapter.

19 **Sec. 70.** RCW 23B.13.260 and 2009 c 189 s 46 are each amended to
20 read as follows:

21 (1) If the corporation does not effect the proposed corporate
22 action within sixty days after the date set for demanding payment and
23 depositing share certificates, the corporation shall return the
24 deposited certificates and release any transfer restrictions imposed
25 on uncertificated shares.

26 (2) If after returning deposited certificates and releasing
27 transfer restrictions, the corporation wishes to effect the proposed
28 corporate action, it must (~~send~~) deliver a new dissenters' notice
29 under RCW 23B.13.220 and repeat the payment demand procedure.

30 **Sec. 71.** RCW 23B.13.270 and 2009 c 189 s 47 are each amended to
31 read as follows:

32 (1) A corporation may elect to withhold payment required by RCW
33 23B.13.250 from a dissenter unless the dissenter was the beneficial
34 owner of the shares before the date set forth in the dissenters'
35 notice as the date of the first announcement to news media or to
36 shareholders of the terms of the proposed corporate action.

37 (2) To the extent the corporation elects to withhold payment
38 under subsection (1) of this section, after the effective date of the

1 proposed corporate action, it shall estimate the fair value of the
2 shares, plus accrued interest, and shall pay this amount to each
3 dissenter who agrees to accept it in full satisfaction of the
4 dissenter's demand. The corporation shall (~~send~~) deliver with its
5 offer an explanation of how it estimated the fair value of the
6 shares, an explanation of how the interest was calculated, and a
7 statement of the dissenter's right to demand payment under RCW
8 23B.13.280.

9 **Sec. 72.** RCW 23B.15.090 and 2015 c 176 s 2138 are each amended
10 to read as follows:

11 The registered agent of a foreign corporation may resign as agent
12 by (~~signing~~) executing and delivering to the secretary of state for
13 filing a statement of resignation in accordance with RCW 23.95.445.

14 **Sec. 73.** RCW 23B.16.010 and 2015 c 176 s 2142 are each amended
15 to read as follows:

16 (1) A corporation shall keep as permanent records minutes of all
17 meetings of its shareholders and board of directors, a record of all
18 corporate actions approved by the shareholders or board of directors
19 by executed consent without a meeting, and a record of all corporate
20 actions approved by a committee of the board of directors exercising
21 the authority of the board of directors on behalf of the corporation.

22 (2) A corporation shall maintain appropriate accounting records.

23 (3) A corporation or its agent shall maintain a record of its
24 current shareholders, in a form that permits preparation of a list of
25 the names and mailing addresses of all shareholders, in alphabetical
26 order by class of shares showing the number and class of shares held
27 by each. Nothing contained in this section requires the corporation
28 to include on such list the electronic mail address or other
29 electronic contact information of a shareholder.

30 (4) A corporation shall maintain its records (~~in written form or~~
31 ~~in another~~) specified in this section in a form capable of
32 conversion into (~~written~~) paper form within a reasonable time.

33 (5) A corporation shall keep a copy of the following records at
34 its principal office:

35 (a) Its articles or restated articles of incorporation and all
36 amendments to them currently in effect;

37 (b) Its bylaws or restated bylaws and all amendments to them
38 currently in effect;

1 (c) The minutes of all shareholders' meetings, and records of all
2 corporate actions approved by shareholders without a meeting, for the
3 past three years;

4 (d) The financial statements described in RCW 23B.16.200(1), for
5 the past three years;

6 (e) All written communications (~~(in the form of a record)~~) to
7 shareholders generally within the past three years;

8 (f) A list of the names and business mailing addresses of its
9 current directors and officers; and

10 (g) Its initial report or most recent annual report delivered to
11 the secretary of state under RCW 23.95.255.

12 **Sec. 74.** RCW 23B.16.020 and 2009 c 189 s 55 are each amended to
13 read as follows:

14 (1) A shareholder of a corporation is entitled to inspect and
15 copy, during regular business hours at the corporation's principal
16 office, any of the records of the corporation described in RCW
17 23B.16.010(5) if the shareholder gives the corporation an executed
18 written notice of the shareholder's demand at least five business
19 days before the date on which the shareholder wishes to inspect and
20 copy.

21 (2) A shareholder of a corporation is entitled to inspect and
22 copy, during regular business hours at a reasonable location
23 specified by the corporation, any of the following records of the
24 corporation if the shareholder meets the requirements of subsection
25 (3) of this section and gives the corporation an executed written
26 notice of the shareholder's demand at least five business days before
27 the date on which the shareholder wishes to inspect and copy:

28 (a) Excerpts from minutes of any meeting of the board of
29 directors, or of any meeting of a committee of the board of directors
30 while exercising the authority of the board of directors, minutes of
31 any meeting of the shareholders, and records of corporate actions
32 approved by the shareholders or board of directors or a committee
33 thereof without a meeting, to the extent not subject to inspection
34 under subsection (1) of this section;

35 (b) Accounting records of the corporation; and

36 (c) The record of shareholders.

37 (3) A shareholder may inspect and copy the records described in
38 subsection (2) of this section only if:

1 (a) The shareholder's demand is made in good faith and for a
2 proper purpose;

3 (b) The shareholder describes with reasonable particularity the
4 shareholder's purpose and the records the shareholder desires to
5 inspect; and

6 (c) The records are directly connected with the shareholder's
7 purpose.

8 (4) The right of inspection granted by this section may not be
9 abolished or limited by a corporation's articles of incorporation or
10 bylaws.

11 (5) This section does not affect:

12 (a) The right of a shareholder to inspect records under RCW
13 23B.07.200 or, if the shareholder is in litigation with the
14 corporation, to the same extent as any other litigant; or

15 (b) The power of a court, independently of this title, to compel
16 the production of corporate records for examination.

17 (6) For purposes of this section, "shareholder" includes a
18 beneficial owner whose shares are held in a voting trust or by a
19 nominee on the beneficial owner's behalf.

20 **Sec. 75.** RCW 23B.16.030 and 1989 c 165 s 184 are each reenacted
21 and amended to read as follows:

22 (1) A shareholder's agent or attorney has the same inspection and
23 copying rights as the shareholder.

24 (2) The corporation may, if reasonable, satisfy the right to copy
25 records under RCW 23B.16.020 (~~((includes, if reasonable, the right to~~
26 ~~receive copies made by photographic, xerographic,))~~ by furnishing
27 copies by photocopy or other means chosen by the corporation,
28 including furnishing copies ((in)) through an electronic ((or other
29 ~~nonwritten form if the shareholder so requests))~~ transmission.

30 (3) The corporation may impose a reasonable charge, covering the
31 costs of labor and material, for copies of any (~~records~~) documents
32 provided to the shareholder. The charge may not exceed the estimated
33 cost of production or reproduction of the (~~records~~) documents.

34 (4) The corporation may comply with a shareholder's demand to
35 inspect the record of shareholders under RCW 23B.16.020(2)(c) by
36 providing the shareholder with a list of its shareholders that was
37 compiled no earlier than the date of the shareholder's demand.

1 **Sec. 76.** RCW 23B.16.200 and 2002 c 297 s 47 are each amended to
2 read as follows:

3 (1) Not later than four months after the close of each fiscal
4 year, and in any event prior to the annual meeting of shareholders,
5 each corporation shall prepare (a) a balance sheet showing in
6 reasonable detail the financial condition of the corporation as of
7 the close of its fiscal year, and (b) an income statement showing the
8 results of its operation during its fiscal year. Such statements may
9 be consolidated or combined statements of the corporation and one or
10 more of its subsidiaries, as appropriate. If financial statements are
11 prepared by the corporation for any purpose on the basis of generally
12 accepted accounting principles, the annual statements must also be
13 prepared, and disclose that they are prepared, on that basis. If
14 financial statements are prepared only on a basis other than
15 generally accepted accounting principles, they must be prepared, and
16 disclose that they are prepared, on the same basis as other reports
17 and statements prepared by the corporation for the use of others.

18 (2) Upon the written request of a shareholder, the corporation
19 shall promptly deliver to ~~((any))~~ the requesting shareholder a copy
20 of the most recent balance sheet and income statement ~~((, which~~
21 ~~request shall be set forth either (a) in a written record or (b) if~~
22 ~~the corporation has designated an address, location, or system to~~
23 ~~which the request may be electronically transmitted and the request~~
24 ~~is electronically transmitted to the corporation at the designated~~
25 ~~address, location, or system, in an electronically transmitted~~
26 ~~record)).~~ If prepared for other purposes, the corporation shall also
27 ~~((furnish))~~ deliver to a requesting shareholder upon the written
28 request of that shareholder a statement of sources and applications
29 of funds, and a statement of changes in shareholders' equity, for the
30 most recent fiscal year.

31 (3) If the annual financial statements are reported upon by a
32 public accountant, the accountant's report must accompany them. If
33 not, the statements must be accompanied by a statement of the
34 president or the person responsible for the corporation's accounting
35 records:

36 (a) Stating the person's reasonable belief whether the statements
37 were prepared on the basis of generally accepted accounting
38 principles and, if not, describing the basis of preparation; and

1 (b) Describing any respects in which the statements were not
2 prepared on a basis of accounting consistent with the basis used for
3 statements prepared for the preceding year.

4 (4) For purposes of this section, "shareholder" includes a
5 beneficial owner whose shares are held in a voting trust or by a
6 nominee on the beneficial owner's behalf.

7 **Sec. 77.** RCW 23B.25.040 and 2012 c 215 s 5 are each amended to
8 read as follows:

9 (1) In addition to the matters required to be set forth in the
10 articles of incorporation pursuant to RCW 23B.02.020 (1) and (2), the
11 articles of incorporation of a social purpose corporation must set
12 forth:

13 (a) A corporate name for the social purpose corporation that
14 contains the words "social purpose corporation" or "SPC" as an
15 abbreviation of those words;

16 (b) A statement that the corporation is organized as a
17 social purpose corporation governed by this chapter;

18 (c) A statement setting forth the general social purpose or
19 purposes for which the corporation is organized pursuant to RCW
20 23B.25.020;

21 (d) If the corporation has designated one or more specific social
22 purpose or purposes pursuant to RCW 23B.25.030, a statement setting
23 forth such specific social purpose or purposes; and

24 (e) A provision that states the following: "The mission of this
25 social purpose corporation is not necessarily compatible with and may
26 be contrary to maximizing profits and earnings for shareholders, or
27 maximizing shareholder value in any sale, merger, acquisition, or
28 other similar actions of the corporation."

29 (2) In addition to the matters that must be set forth in the
30 articles of incorporation in accordance with subsection (1) of this
31 section and the provisions that may be set forth in the articles of
32 incorporation pursuant to RCW 23B.02.020 (5) and (6), the articles of
33 incorporation of a social purpose corporation may contain the
34 following provisions:

35 (a) A provision requiring the corporation's directors or officers
36 to consider the impacts of any corporate action or proposed corporate
37 action upon one or more of the social purposes of the corporation;

38 (b) A provision requiring the corporation to furnish to the
39 shareholders an assessment of the overall performance of the

1 corporation with respect to its social purpose or purposes, prepared
2 in accordance with a third-party standard;

3 (c) A provision requiring, for any or all corporate actions, the
4 vote of a larger proportion or of all of the shares of any class or
5 series, or the vote or quorum for taking action of a larger
6 proportion or of all of the directors, than is otherwise required by
7 this title or this chapter;

8 (d) A provision requiring the approval of the shareholders for
9 any corporate action, even though not otherwise required by this
10 title; and

11 (e) A provision limiting the duration of the corporation's
12 existence to a specified date.

13 (3) Prior to the issuance of shares, the corporation shall
14 furnish a prospective shareholder with a copy of the articles of
15 incorporation (~~(in the form of a record)~~).

16 (4) Prior to the transfer of shares, the transferor shareholder
17 (~~(shall give)~~) must deliver written notice of the transfer to the
18 corporation. Within a reasonable time after receiving notice, the
19 corporation shall provide the prospective transferee with a copy of
20 the articles of incorporation (~~(in the form of a record)~~).

21 **Sec. 78.** RCW 23B.25.070 and 2012 c 215 s 8 are each amended to
22 read as follows:

23 (1) Shares issued by a social purpose corporation may but need
24 not be represented by certificates.

25 (2) If shares are represented by certificates, in addition to the
26 information required on certificates by RCW 23B.06.250 (2) and (3),
27 each share certificate must state on its face the following language
28 in a conspicuous manner:

29 "This entity is a social purpose corporation organized under
30 Title 23B RCW of the Washington business corporation act. The
31 articles of incorporation of this corporation state one or
32 more social purposes of this corporation. The corporation
33 will furnish the shareholder this information without charge
34 on request in writing."

35 (3) If shares are not represented by certificates, within a
36 reasonable time after the issue or transfer of such shares, the
37 corporation shall (~~(send)~~) deliver to the shareholder a (~~(record~~
38 ~~containing)~~) written statement of the information required on

1 certificates pursuant to RCW 23B.06.260(2) and the language required
2 on certificates by subsection (2) of this section.

3 **Sec. 79.** RCW 23B.30.070 and 2017 c 28 s 7 are each amended to
4 read as follows:

5 (1) If a defective corporate action ratified or validated under
6 this chapter would have required under any other section of this
7 title a (~~record~~) document to be filed with the secretary of state,
8 then, whether or not a (~~record~~) document was previously filed in
9 respect of that defective corporate action and in lieu of filing the
10 (~~record~~) document otherwise required by this title, the corporation
11 shall deliver to the secretary of state for filing articles of
12 validation setting forth:

13 (a) The defective corporate action that was ratified or validated
14 and, if the defective corporate action involved the purported
15 issuance of putative shares, the number and class or series of
16 putative shares purportedly issued;

17 (b) The date of the defective corporate action that was ratified
18 or validated and, if the defective corporate action involved the
19 purported issuance of putative shares, the date or dates on which the
20 putative shares were purportedly issued;

21 (c) The nature of the failure of authorization with respect to
22 the defective corporate action that was ratified or validated;

23 (d) A statement that the defective corporate action was (i)
24 ratified in accordance with RCW 23B.30.030, including the date on
25 which the board of directors ratified the defective corporate action
26 and the date, if any, on which the shareholders approved the
27 ratification of the defective corporate action, or (ii) validated in
28 accordance with RCW 23B.30.080, including the date on which the court
29 validated the defective corporate action; and

30 (e) The information required by subsection (2) of this section.

31 (2) The articles of validation must also contain the following
32 information:

33 (a) If the corporation previously filed a (~~record~~) document in
34 respect of a defective corporate action that was ratified or
35 validated and no changes to that (~~record~~) document are required to
36 give effect to the ratification or validation of the defective
37 corporate action in accordance with RCW 23B.30.040(5), the
38 corporation shall (i) describe the (~~record~~) document, together with
39 any articles of correction thereto, including its filing date, in the

1 articles of validation, and (ii) attach a copy of the ((~~record~~))
2 document, together with any articles of correction thereto, to the
3 articles of validation;

4 (b) If the corporation previously filed a ((~~record~~)) document in
5 respect of a defective corporate action that was ratified or
6 validated and any change to that ((~~record~~)) document is required to
7 give effect to the ratification or validation of the defective
8 corporate action in accordance with RCW 23B.30.040(5), the
9 corporation shall (i) describe the previously filed ((~~record~~))
10 document, together with any articles of correction thereto, including
11 its filing date, (ii) attach a copy of the ((~~record~~)) document
12 containing all of the information required to be included under the
13 applicable section or sections of this title to give effect to the
14 defective corporate action that was ratified or validated to the
15 articles of validation, and (iii) state the date and time that the
16 ((~~record~~)) filing is deemed to have become effective; or

17 (c) If the corporation did not previously file a ((~~record~~))
18 document in respect of a defective corporate action that was ratified
19 or validated and that defective corporate action would have required
20 a filing under any other section of this title, the corporation shall
21 (i) attach a copy of a ((~~record~~)) document containing all of the
22 information required to be included under the applicable section or
23 sections of this title to give effect to the defective corporate
24 action that was ratified or validated to the articles of validation,
25 and (ii) state the date and time that the ((~~record~~)) filing is deemed
26 to have become effective.

27 (3) Articles of validation that comply with this section
28 supersede any other ((~~record~~)) document in respect of a defective
29 corporate action that was ratified in accordance with RCW 23B.30.030
30 or validated in accordance with RCW 23B.30.080.

31 **Sec. 80.** RCW 24.03.005 and 2015 c 176 s 3101 are each reenacted
32 and amended to read as follows:

33 As used in this chapter, unless the context otherwise requires,
34 the term:

35 (1) "An officer of the corporation" means, in connection with the
36 execution of records submitted for filing with the secretary of
37 state, the president, a vice president, the secretary, or the
38 treasurer of the corporation.

1 (2) "Articles of incorporation" and "articles" mean the original
2 articles of incorporation and all amendments thereto, and includes
3 articles of merger and restated articles.

4 (3) "Board of directors" means the group of persons vested with
5 the management of the affairs of the corporation irrespective of the
6 name by which such group is designated in the articles or bylaws.

7 (4) "Bylaws" means the code or codes of rules adopted for the
8 regulation or management of the affairs of the corporation
9 irrespective of the name or names by which such rules are designated.

10 (5) "Conforms to (~~law[,]~~) law," as used in connection with
11 duties of the secretary of state in reviewing records for filing
12 under this chapter, means the secretary of state has determined that
13 the record complies as to form with the applicable requirements of
14 this chapter and Article 2 of chapter 23.95 RCW.

15 (6) "Corporation" or "domestic corporation" means a corporation
16 not for profit subject to the provisions of this chapter, except a
17 foreign corporation.

18 (7) "Deliver" means: (a) Mailing; (b) transmission by facsimile
19 equipment, for purposes of delivering a demand, consent, notice, or
20 waiver to the corporation or one of its officers, directors, or
21 members; (c) electronic transmission, in accordance with the
22 officer's, director's, or member's consent, for purposes of
23 delivering a demand, consent, notice, or waiver to the corporation or
24 one of its officers, directors, or members under RCW 24.03.009; and
25 (d) as prescribed by the secretary of state for purposes of
26 submitting a record for filing with the secretary of state.

27 (8) "Effective date" means, in connection with a record filing
28 made by the secretary of state, the date on which the filing becomes
29 effective under RCW 23.95.210.

30 (9) "Electronic transmission" means an electronic communication
31 (a) not directly involving the physical transfer of a record in a
32 tangible medium and (b) that may be retained, retrieved, and reviewed
33 by the sender and the recipient thereof, and that may be directly
34 reproduced in a tangible medium by a sender and recipient.

35 (10) "Electronically transmitted" means the initiation of an
36 electronic transmission.

37 (11) "Execute," "executes," or "executed" means with present
38 intent to authenticate or adopt a record:

39 (a) (~~signed, with respect to a written record or~~) To sign or
40 adopt a tangible symbol;

1 (b) (~~electronically transmitted along with sufficient~~
2 ~~information to determine the sender's identity, with respect to an~~
3 ~~electronic transmission,~~) To attach to or logically associate with
4 the record an electronic symbol, sound, or process; or

5 (c) Filed in compliance with the standards for filing with the
6 office of the secretary of state as prescribed by the secretary of
7 state, with respect to a record to be filed with the secretary of
8 state.

9 (12) "Executed by an officer of the corporation," or words of
10 similar import, means that any record executed by such person shall
11 be and is executed by that person under penalties of perjury and in
12 an official and authorized capacity on behalf of the corporation or
13 person making the record submission with the secretary of state and,
14 for the purpose of records filed electronically with the secretary of
15 state, in compliance with the rules adopted by the secretary of state
16 for electronic filing.

17 (13) "Foreign corporation" means a corporation not for profit
18 organized under laws other than the laws of this state.

19 (14) "Insolvent" means inability of a corporation to pay debts as
20 they become due in the usual course of its affairs.

21 (15) "Member" means an individual or entity having membership
22 rights in a corporation in accordance with the provisions of its
23 articles of incorporation or bylaws.

24 (16) "Not for profit corporation" or "nonprofit corporation"
25 means a corporation no part of the income of which is distributable
26 to its members, directors or officers.

27 (17) "Public benefit not for profit corporation" or "public
28 benefit nonprofit corporation" means a corporation no part of the
29 income of which is distributable to its members, directors, or
30 officers and that holds a current tax exempt status as provided under
31 26 U.S.C. Sec. 501(c)(3) or is specifically exempted from the
32 requirement to apply for its tax exempt status under 26 U.S.C. Sec.
33 501(c)(3).

34 (18) "Record" means information that is inscribed on a tangible
35 medium or (~~contained in an electronic transmission~~) that is stored
36 in an electronic or other medium and is retrievable in perceivable
37 form.

38 (19) "Registered office" means the address of the corporation's
39 registered agent.

1 (20) "Tangible medium" means a writing, copy of a writing,
2 facsimile, or a physical reproduction, each on paper or on other
3 tangible material.

4 ~~((21) "Writing" does not include an electronic transmission.~~
5 ~~(22) "Written" means embodied in a tangible medium.))~~

6 **Sec. 81.** RCW 25.10.011 and 2015 c 176 s 6101 are each amended to
7 read as follows:

8 The definitions in this section apply throughout this chapter
9 unless the context clearly requires otherwise.

10 (1) "Certificate of limited partnership" means the certificate
11 required by RCW 25.10.201, including the certificate as amended or
12 restated.

13 (2) "Contribution," except in the term "right of contribution,"
14 means any benefit provided by a person to a limited partnership in
15 order to become a partner or in the person's capacity as a partner.

16 (3) "Debtor in bankruptcy" means a person that is the subject of:

17 (a) An order for relief under Title 11 of the United States Code
18 or a comparable order under a successor statute of general
19 application; or

20 (b) A comparable order under federal, state, or foreign law
21 governing insolvency.

22 (4) "Designated office" means the principal office indicated in
23 the limited partnership's most recent annual report, or, if the
24 principal office is not located within this state, the office of the
25 limited partnership's registered agent.

26 (5) "Distribution" means a transfer of money or other property
27 from a limited partnership to a partner in the partner's capacity as
28 a partner or to a transferee on account of a transferable interest
29 owned by the transferee.

30 (6) "Foreign limited liability limited partnership" means a
31 foreign limited partnership whose general partners have limited
32 liability for the obligations of the foreign limited partnership
33 under a provision similar to RCW 25.10.401(3).

34 (7) "Foreign limited partnership" means a partnership formed
35 under the laws of a jurisdiction other than this state and required
36 by those laws to have one or more general partners and one or more
37 limited partners. "Foreign limited partnership" includes a foreign
38 limited liability limited partnership.

39 (8) "General partner" means:

1 (a) With respect to a limited partnership, a person that:
2 (i) Becomes a general partner under RCW 25.10.371; or
3 (ii) Was a general partner in a limited partnership when the
4 limited partnership became subject to this chapter under RCW
5 25.10.911 (1) or (2); and
6 (b) With respect to a foreign limited partnership, a person that
7 has rights, powers, and obligations similar to those of a general
8 partner in a limited partnership.
9 (9) "Limited liability limited partnership," except in the term
10 "foreign limited liability limited partnership," means a limited
11 partnership whose certificate of limited partnership states that the
12 limited partnership is a limited liability limited partnership.
13 (10) "Limited partner" means:
14 (a) With respect to a limited partnership, a person that:
15 (i) Becomes a limited partner under RCW 25.10.301; or
16 (ii) Was a limited partner in a limited partnership when the
17 limited partnership became subject to this chapter under RCW
18 25.10.911 (1) or (2); and
19 (b) With respect to a foreign limited partnership, a person that
20 has rights, powers, and obligations similar to those of a limited
21 partner in a limited partnership.
22 (11) "Limited partnership," except in the terms "foreign limited
23 partnership" and "foreign limited liability limited partnership,"
24 means an entity, having one or more general partners and one or more
25 limited partners, that is formed under this chapter by two or more
26 persons or becomes subject to this chapter under article 11 of this
27 chapter or RCW 25.10.911 (1) or (2). "Limited partnership" includes a
28 limited liability limited partnership.
29 (12) "Partner" means a limited partner or general partner.
30 (13) "Partnership agreement" means the partners' agreement,
31 whether oral, implied, in a record, or in any combination, concerning
32 the limited partnership. "Partnership agreement" includes the
33 agreement as amended.
34 (14) "Person" means an individual, corporation, business trust,
35 estate, trust, partnership, limited liability company, association,
36 joint venture, government; governmental subdivision, agency, or
37 instrumentality; public corporation, or any other legal or commercial
38 entity.
39 (15) "Person dissociated as a general partner" means a person
40 dissociated as a general partner of a limited partnership.

1 (16) "Principal office" means the office where the principal
2 executive office of a limited partnership or foreign limited
3 partnership is located, whether or not the office is located in this
4 state.

5 (17) "Record" means information that is inscribed on a tangible
6 medium or that is stored in an electronic or other medium and is
7 retrievable in perceivable form.

8 (18) "Required information" means the information that a limited
9 partnership is required to maintain under RCW 25.10.091.

10 (19) "Sign" means, with present intent to authenticate or adopt a
11 record:

12 (a) To ~~((sign with respect to a written record))~~ execute or adopt
13 a tangible symbol;

14 (b) To ~~((electronically transmit along with sufficient~~
15 ~~information to determine the sender's identity with respect to an~~
16 ~~electronic transmission))~~ attach to or logically associate with the
17 record an electronic symbol, sound, or process; or

18 (c) With respect to a record to be filed with the secretary of
19 state, to comply with the standard for filing with the office of the
20 secretary of state as prescribed by the secretary of state.

21 (20) "State" means a state of the United States, the District of
22 Columbia, Puerto Rico, the United States Virgin Islands, or any
23 territory or insular possession subject to the jurisdiction of the
24 United States.

25 (21) "Tangible medium" means a writing, copy of a writing,
26 facsimile, or a physical reproduction, each on paper or on other
27 tangible material.

28 (22) "Transfer" includes an assignment, conveyance, deed, bill of
29 sale, lease, mortgage, security interest, encumbrance, gift, and
30 transfer by operation of law.

31 ~~((22))~~ (23) "Transferable interest" means a partner's right to
32 receive distributions.

33 ~~((23))~~ (24) "Transferee" means a person to which all or part of
34 a transferable interest has been transferred, whether or not the
35 transferor is a partner.

36 **Sec. 82.** RCW 25.15.006 and 2015 c 188 s 1 are each amended to
37 read as follows:

38 The definitions in this section apply throughout this chapter
39 unless the context clearly requires otherwise.

1 (1) "Agreed value" means the value of the contributions made by a
2 member to the limited liability company. Such value shall equal the
3 amount agreed upon in a limited liability company agreement or, if no
4 value is agreed upon, the value shall be determined based on the
5 records of the limited liability company.

6 (2) "Certificate of formation" means the certificate of formation
7 required by RCW 25.15.071 and such certificate as amended or
8 restated.

9 (3) "Distribution" means a transfer of money or other property
10 from a limited liability company to a member in the member's capacity
11 as a member or to a transferee on account of a transferable interest
12 owned by the transferee.

13 (4) "Execute," "executes," or "executed" means (~~(, with respect to~~
14 ~~a record, either (a) signed with respect to a written record or (b)~~
15 ~~electronically transmitted along with sufficient information to~~
16 ~~determine the sender's identity with respect to an electronic~~
17 ~~transmission)) with present intent to authenticate or adopt a record:~~

18 (a) To sign or adopt a tangible symbol; or

19 (b) To attach to or logically associate with the record an
20 electronic symbol, sound, or process.

21 (5) "Foreign limited liability company" means an unincorporated
22 entity formed under the law of a jurisdiction other than this state
23 and denominated by that law as a limited liability company.

24 (6) "Limited liability company" or "domestic limited liability
25 company" means a limited liability company having one or more members
26 or transferees that is formed under this chapter.

27 (7) "Limited liability company agreement" means the agreement,
28 including the agreement as amended or restated, whether oral,
29 implied, in a record, or in any combination, of the member or members
30 of a limited liability company concerning the affairs of the limited
31 liability company and the conduct of its business.

32 (8) "Manager" means a person, or a board, committee, or other
33 group of persons, named as a manager of a limited liability company
34 in, or designated as a manager of a limited liability company
35 pursuant to, a limited liability company agreement.

36 (9) "Manager-managed" means, with respect to a limited liability
37 company, that the limited liability company agreement vests
38 management of the limited liability company in one or more managers.

1 (10) "Member" means a person who has been admitted to a limited
2 liability company as a member as provided in RCW 25.15.116 and who
3 has not been dissociated from the limited liability company.

4 (11) "Member-managed" means, with respect to a limited liability
5 company, that the limited liability company is not manager-managed.

6 (12) "Person" means an individual, corporation, business trust,
7 estate, trust, partnership, limited partnership, limited liability
8 company, association, joint venture, government, governmental
9 subdivision, agency, or instrumentality or any other legal or
10 commercial entity.

11 (13) "Principal office" means the office, in or out of this
12 state, so designated in the annual report, where the principal
13 executive offices of a domestic or foreign limited liability company
14 are located.

15 (14) "Professional limited liability company" means a limited
16 liability company that is formed in accordance with RCW 25.15.046 for
17 the purpose of rendering professional service.

18 (15) "Professional service" means the same as defined under RCW
19 18.100.030.

20 (16) "Record" means information that is inscribed on a tangible
21 medium or that is stored in an electronic or other medium and is
22 retrievable in perceivable form.

23 (17) "State" means a state of the United States, the District of
24 Columbia, Puerto Rico, the United States Virgin Islands, or any
25 territory or insular possession subject to the jurisdiction of the
26 United States.

27 (18) "Tangible medium" means a writing, copy of a writing,
28 facsimile, or a physical reproduction, each on paper or on other
29 tangible material.

30 (19) "Transfer" includes an assignment, conveyance, deed, bill of
31 sale, lease, gift, and transfer by operation of law, except as
32 otherwise provided in RCW 25.15.251(6).

33 ~~((19))~~ (20) "Transferable interest" means a member's or
34 transferee's right to receive distributions of the limited liability
35 company's assets.

36 ~~((20))~~ (21) "Transferee" means a person to which all or part of
37 a transferable interest has been transferred, whether or not the
38 transferor is a member.

1 **Sec. 83.** RCW 26.52.030 and 1999 c 184 s 5 are each amended to
2 read as follows:

3 (1) A person entitled to protection who has a valid foreign
4 protection order may file that order by presenting a certified,
5 authenticated, or exemplified copy of the foreign protection order to
6 a clerk of the court of a Washington court in which the person
7 entitled to protection resides or to a clerk of the court of a
8 Washington court where the person entitled to protection believes
9 enforcement may be necessary. Any out-of-state department, agency, or
10 court responsible for maintaining protection order records, may by
11 facsimile or electronic transmission send a reproduction of the
12 foreign protection order to the clerk of the court of Washington as
13 long as it contains a facsimile or (~~digital~~) electronic signature
14 by any person authorized to make such transmission.

15 (2) Filing of a foreign protection order with a court and entry
16 of the foreign protection order into any computer-based criminal
17 intelligence information system available in this state used by law
18 enforcement agencies to list outstanding warrants are not
19 prerequisites for enforcement of the foreign protection order.

20 (3) The court shall accept the filing of a foreign protection
21 order without a fee or cost.

22 (4) The clerk of the court shall provide information to a person
23 entitled to protection of the availability of domestic violence,
24 sexual abuse, and other services to victims in the community where
25 the court is located and in the state.

26 (5) The clerk of the court shall assist the person entitled to
27 protection in completing an information form that must include, but
28 need not be limited to, the following:

29 (a) The name of the person entitled to protection and any other
30 protected parties;

31 (b) The name and address of the person who is subject to the
32 restraint provisions of the foreign protection order;

33 (c) The date the foreign protection order was entered;

34 (d) The date the foreign protection order expires;

35 (e) The relief granted under (specify the
36 relief awarded and citations thereto, and designate which of the
37 violations are arrestable offenses);

38 (f) The judicial district and contact information for court
39 administration for the court in which the foreign protection order
40 was entered;

1 (g) The social security number, date of birth, and description of
2 the person subject to the restraint provisions of the foreign
3 protection order;

4 (h) Whether the person who is subject to the restraint provisions
5 of the foreign protection order is believed to be armed and
6 dangerous;

7 (i) Whether the person who is subject to the restraint provisions
8 of the foreign protection order was served with the order, and if so,
9 the method used to serve the order;

10 (j) The type and location of any other legal proceedings between
11 the person who is subject to the restraint provisions and the person
12 entitled to protection.

13 An inability to answer any of the above questions does not
14 preclude the filing or enforcement of a foreign protection order.

15 (6) The clerk of the court shall provide the person entitled to
16 protection with a copy bearing proof of filing with the court.

17 (7) Any assistance provided by the clerk under this section does
18 not constitute the practice of law. The clerk is not liable for any
19 incomplete or incorrect information that he or she is provided.

20 **Sec. 84.** RCW 41.05.014 and 2009 c 201 s 2 are each amended to
21 read as follows:

22 (1) The (~~administrator~~) director may require applications,
23 enrollment forms, and eligibility certification documents for
24 benefits that are administered by the authority under this chapter
25 and (~~chapters~~) chapter 70.47 (~~and 70.47A~~) RCW to be signed by the
26 person submitting them. The (~~administrator~~) director may accept
27 electronic signatures.

28 (2) For the purpose of this section, "electronic signature" means
29 (~~a signature in electronic form attached to or logically associated~~
30 ~~with an electronic record including, but not limited to, a digital~~
31 ~~signature~~) an electronic sound, symbol, or process attached to or
32 logically associated with a record and executed or adopted by a
33 person with the intent to sign the record.

34 **Sec. 85.** RCW 58.09.050 and 2019 c 132 s 6 are each amended to
35 read as follows:

36 The records of survey to be filed under authority of this chapter
37 shall be processed as follows:

1 (1) (a) The record of survey filed under RCW 58.09.040(1) shall be
2 an original map, eighteen by twenty-four inches, that is legibly
3 drawn in black ink on mylar and is suitable for producing legible
4 prints through scanning, microfilming, or other standard copying
5 procedures.

6 (b) The following are allowable formats for the original that may
7 be used in lieu of the format set forth under (a) of this subsection:

8 (i) Photo mylar with original signatures;

9 (ii) Any standard material as long as the format is compatible
10 with the auditor's recording process and records storage system. This
11 format is only allowed in those counties that are excepted from
12 permanently storing the original document as required in RCW
13 58.09.110(5);

14 (iii) An electronic version of the original if the county has the
15 capability to accept (~~(a digital signature issued by a certification~~
16 ~~authority under)~~) electronic signatures which meet the standards
17 provided by the rules adopted by the Washington state board of
18 registration for professional engineers and land surveyors, and can
19 import electronic files into an imaging system. The electronic
20 version shall be a standard raster file format acceptable to the
21 county.

22 A two inch margin on the left edge and a one-half inch margin on
23 other edges of the map shall be provided. The auditor shall reject
24 for recording any maps not suitable for producing legible prints
25 through scanning, microfilming, or other standard copying procedures.

26 (2) Information required by RCW 58.09.040(2) shall be filed on a
27 standard form eight and one-half inches by fourteen inches as
28 designed and prescribed by the department of natural resources. The
29 auditor shall reject for recording any records of corner information
30 not suitable for producing legible prints through scanning,
31 microfilming, or other standard copying procedures. An electronic
32 version of the standard form may be filed if the county has the
33 capability to accept (~~(a digital signature issued by a certification~~
34 ~~authority under)~~) electronic signatures which meet the standards
35 provided by the rules adopted by the Washington state board of
36 registration for professional engineers and land surveyors, and can
37 import electronic files into an imaging system. The electronic
38 version shall be a standard raster file format acceptable to the
39 county.

1 (3) Two legible prints of each record of survey as required under
2 the provisions of this chapter shall be furnished to the county
3 auditor in the county in which the survey is to be recorded. The
4 auditor, in those counties using imaging systems, may require only
5 the original, and fewer prints, as needed, to meet the requirements
6 of their duties. If any of the prints submitted are not suitable for
7 scanning or microfilming the auditor shall not record the original.

8 (4) Legibility requirements are set forth in the recorder's
9 checklist under RCW 58.09.110.

10 **Sec. 86.** RCW 58.09.110 and 2019 c 132 s 7 are each amended to
11 read as follows:

12 The auditor shall accept for recording those records of survey
13 and records of corner information that are in compliance with the
14 recorder's checklist as jointly developed by a committee consisting
15 of the survey advisory board and two representatives from the
16 Washington state association of county auditors. This checklist shall
17 be adopted in rules by the department of natural resources.

18 (1) The auditor shall keep proper indexes of such record of
19 survey by the name of owner and by quarter-quarter section, township,
20 and range, with reference to other legal subdivisions.

21 (2) The auditor shall keep proper indexes of the record of corner
22 information by section, township, and range.

23 (3) After entering the recording data on the record of survey and
24 all prints received from the surveyor, the auditor shall send one of
25 the surveyor's prints to the department of natural resources in
26 Olympia, Washington, for incorporation into the statewide survey
27 records repository. However, the county and the department of natural
28 resources may mutually agree to process the original or an electronic
29 version of the original in lieu of the surveyor's print.

30 (4) After entering the recording data on the record of corner
31 information the auditor shall send a legible copy, suitable for
32 scanning, to the department of natural resources in Olympia,
33 Washington. However, the county and the department of natural
34 resources may mutually agree to process the original or an electronic
35 version of the original in lieu of the copy.

36 (5) The auditor shall permanently keep the original document
37 filed using storage and handling processes that do not cause
38 excessive deterioration of the document. A county may be excepted
39 from the requirement to permanently store the original document if it

1 has a document scanning, filming, or other process that creates a
2 permanent, archival record that meets or surpasses the standards as
3 adopted in rule by the division of archives and records management in
4 chapter 434-663 or 434-677 WAC. The auditor must be able to provide
5 full-size copies upon request. The auditor shall maintain a copy or
6 image of the original for public reference.

7 (6) If the county has the capability to accept (~~a digital~~
8 ~~signature issued by a certification authority under~~) electronic
9 signatures which meet the standards provided by the rules adopted by
10 the Washington state board of registration for professional engineers
11 and land surveyors, and can import electronic files into an imaging
12 system, the auditor may accept for recording electronic versions of
13 the documents required by this chapter. The electronic version shall
14 be a standard raster file format acceptable to the county.

15 (7) This section does not supersede other existing recording
16 statutes.

17 **Sec. 87.** RCW 69.41.041 and 2016 c 148 s 7 are each amended to
18 read as follows:

19 (1) A pharmacy may dispense legend drugs to the resident of a
20 long-term care facility or hospice program on the basis of a written
21 or (~~digitally~~) electronically signed prescription or chart order
22 sent via facsimile copy by the prescriber to the long-term care
23 facility or hospice program, and communicated or transmitted to the
24 pharmacy pursuant to RCW 18.64.550.

25 (2) For the purpose of this section, the terms "long-term care
26 facility," "hospice program," and "chart order" have the meanings
27 provided in RCW 18.64.011.

28 **Sec. 88.** RCW 69.41.055 and 2019 c 314 s 13 are each amended to
29 read as follows:

30 (1) Information concerning an original prescription or
31 information concerning a prescription refill for a legend drug may be
32 electronically communicated between an authorized practitioner and a
33 pharmacy of the patient's choice with no intervening person having
34 access to the prescription drug order pursuant to the provisions of
35 this chapter if the electronically communicated prescription
36 information complies with the following:

37 (a) Electronically communicated prescription information must
38 comply with all applicable statutes and rules regarding the form,

1 content, recordkeeping, and processing of a prescription or order for
2 a legend drug;

3 (b) An explicit opportunity for practitioners must be made to
4 indicate their preference on whether or not a therapeutically
5 equivalent generic drug or interchangeable biological product may be
6 substituted. This section does not limit the ability of practitioners
7 and pharmacists to permit substitution by default under a prior-
8 consent authorization;

9 (c) Prescription drug orders are confidential health information,
10 and may be released only to the patient or the patient's authorized
11 representative, the prescriber or other authorized practitioner then
12 caring for the patient, or other persons specifically authorized by
13 law to receive such information;

14 (d) To maintain confidentiality of prescription records, the
15 electronic system shall have adequate security and systems safeguards
16 designed to prevent and detect unauthorized access, modification, or
17 manipulation of these records; and

18 (e) The pharmacist shall exercise professional judgment regarding
19 the accuracy, validity, and authenticity of the prescription drug
20 order received by way of electronic transmission, consistent with
21 federal and state laws and rules and guidelines of the commission.

22 (2) The electronic (~~or digital~~) signature of the prescribing
23 practitioner's agent on behalf of the prescribing practitioner for a
24 resident in a long-term care facility or hospice program, pursuant to
25 a valid order and authorization under RCW 18.64.550, constitutes a
26 valid electronic communication of prescription information. Such an
27 authorized signature and transmission by an agent in a long-term care
28 facility or hospice program does not constitute an intervening person
29 having access to the prescription drug order.

30 (3) The commission may adopt rules implementing this section.

31 **Sec. 89.** RCW 74.08.055 and 2009 c 201 s 1 are each amended to
32 read as follows:

33 (1) Each applicant for or recipient of public assistance shall
34 complete and sign a physical application or, if available, electronic
35 application for assistance which shall contain or be verified by a
36 written declaration that it is signed under the penalties of perjury.
37 The department may make electronic applications available. The
38 secretary, by rule and regulation, may require that any other forms
39 filled out by applicants or recipients of public assistance shall

1 contain or be verified by a written declaration that it is made under
2 the penalties of perjury and such declaration shall be in lieu of any
3 oath otherwise required, and each applicant shall be so informed at
4 the time of the signing. The application and signature verification
5 shall be in accordance with federal requirements for that program.

6 (2) Any applicant for or recipient of public assistance who
7 willfully makes and signs any application, statement, other paper, or
8 electronic record which contains or is verified by a written
9 declaration that it is made under the penalties of perjury and which
10 he or she does not believe to be true and correct as to every
11 material matter is guilty of a class B felony punishable according to
12 chapter 9A.20 RCW.

13 (3) As used in this section:

14 (a) "Electronic record" means a record created, generated, sent,
15 communicated, received, or stored by electronic means (~~for use in an~~
16 ~~information system or for transmission from one information system to~~
17 ~~another~~)).

18 (~~"Electronic signature" means a signature in electronic form~~
19 ~~attached to or logically associated with an electronic record~~
20 ~~including, but not limited to, a digital signature. An electronic~~
21 ~~signature is a paperless way to sign a document using an electronic~~
22 ~~sound, symbol, or process, attached to or logically associated with a~~
23 ~~record and executed or adopted by a person with the intent to sign~~
24 ~~the record.~~

25 ~~(e)~~) "Sign" includes signing by physical signature, if
26 available, or electronic signature. An application must contain a
27 signature in either physical or, if available, electronic form.

28 NEW SECTION. Sec. 90. The following acts or parts of acts are
29 each repealed:

30 (1) RCW 19.360.010 (Intent) and 2015 c 72 s 1;

31 (2) RCW 19.360.020 (State and local agencies—Electronic
32 signatures and records—Use and acceptance) and 2016 c 95 s 2 & 2015 c
33 72 s 2;

34 (3) RCW 19.360.030 (Definition—"Electronic signature"—Use of
35 term) and 2016 c 95 s 3 & 2015 c 72 s 3;

36 (4) RCW 19.360.040 (Definition—"Record"—Use of term) and 2016 c
37 95 s 4 & 2015 c 72 s 4;

- 1 (5) RCW 19.360.050 (Definition—"Electronic"—Use of term) and
- 2 2016 c 95 s 5 & 2015 c 72 s 5;
- 3 (6) RCW 19.360.060 (Definitions—"State agency" and "local
- 4 agency") and 2016 c 95 s 6 & 2015 c 72 s 6;
- 5 (7) RCW 19.400.010 (Intent) and 2019 c 153 s 1;
- 6 (8) RCW 19.400.020 (Definitions) and 2019 c 153 s 2; and
- 7 (9) RCW 19.400.030 (Electronic records—Legal status) and 2019 c
- 8 153 s 3.

9 NEW SECTION. **Sec. 91.** Sections 1 through 20 of this act
10 constitute a new chapter in Title 1 RCW.

11 NEW SECTION. **Sec. 92.** SEVERABILITY. If any provision of this
12 act or its application to any person or circumstance is held invalid,
13 the remainder of the act or the application of the provision to other
14 persons or circumstances is not affected.

--- END ---