

504.141 Chapter definitions.

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

1. “*Approved by the members*” or “*approval by the members*” means approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum is present, which affirmative votes also constitute a majority of the required quorum, or by a written ballot or written consent in conformity with this chapter or by the affirmative vote, written ballot, or written consent of such greater proportion, including the votes of all the members of any class, unit, or grouping as may be provided in the articles, bylaws, or this chapter for any specified member action.

2. “*Articles of incorporation*” or “*articles*” includes amended and restated articles of incorporation and articles of merger.

3. “*Board*” or “*board of directors*” means the board of directors of a corporation except that no person or group of persons are the board of directors because of powers delegated to that person or group pursuant to section 504.801.

4. “*Bylaws*” means the code or codes of rules other than the articles adopted pursuant to this chapter for the regulation or management of the affairs of a corporation irrespective of the name or names by which such rules are designated.

5. “*Class*” means a group of memberships which have the same rights with respect to voting, dissolution, redemption, and transfer. For purposes of this section, rights shall be considered the same if they are determined by a formula applied uniformly.

6. “*Corporation*” means a public benefit, mutual benefit, or religious corporation.

7. “*Delegates*” means those persons elected or appointed to vote in a representative assembly for the election of a director or directors or on other matters.

8. “*Deliver*” or “*delivery*” means any method of delivery used in conventional commercial practice, including delivery in person, by mail, commercial delivery, and electronic transmission.

9. “*Directors*” means individuals, designated in the articles or bylaws or elected by the incorporators, and their successors and individuals elected or appointed by any other name or title to act as members of the board.

10. “*Distribution*” means the payment of a dividend or any part of the income or profit of a corporation to its members, directors, or officers.

11. “*Domestic corporation*” means a corporation.

12. “*Domestic unincorporated entity*” means an unincorporated entity whose internal affairs are governed by the laws of this state.

13. “*Effective date of notice*” is defined in section 504.142.

14. “*Electronic transmission*” or “*electronically transmitted*” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient.

15. “*Employee*” does not include an officer or director of a corporation who is not otherwise employed by the corporation.

16. “*Entity*” includes a domestic or foreign business corporation; domestic or foreign nonprofit corporation; domestic or foreign unincorporated entity; estate; trust; state; the United States; governmental subdivision; and foreign government.

17. “*File*”, “*filed*”, or “*filing*” means filed in the office of the secretary of state.

18. “*Foreign corporation*” means a corporation organized under laws other than the laws of this state which would be a nonprofit corporation if formed under the laws of this state.

19. “*Foreign unincorporated entity*” means an unincorporated entity whose internal affairs are governed by an organic law of a jurisdiction other than this state.

20. “*Governmental subdivision*” includes an authority, county, district, and municipality.

21. “*Includes*” denotes a partial definition.

22. “*Individual*” includes the estate of an incompetent individual.

23. “*Means*” denotes a complete definition.

24. “*Member*” means a person who on more than one occasion, pursuant to the provisions of a corporation’s articles or bylaws, has a right to vote for the election of a director or directors of a corporation, irrespective of how a member is defined in the articles or bylaws of the corporation. A person is not a member because of any of the following:

- a. The person's rights as a delegate.
 - b. The person's rights to designate a director.
 - c. The person's rights as a director.
25. "Membership" refers to the rights and obligations a member or members have pursuant to a corporation's articles, bylaws, and this chapter.
26. "Mutual benefit corporation" means a domestic or foreign corporation that is required to be a mutual benefit corporation pursuant to section 504.1705.
27. "Notice" is defined in section 504.142.
28. "Organic law" means a statute principally governing the internal affairs of a domestic or foreign business corporation, nonprofit corporation, or unincorporated entity.
29. "Organic record" means a public organic record or private organic record.
30. "Person" includes any individual or entity.
31. "Principal office" means the office in or out of this state so designated in the biennial report filed pursuant to section 504.1613 where the principal offices of a domestic or foreign corporation are located.
32. "Private organic record" means any record, other than a public organic record, if any, that determines the internal governance of an unincorporated entity. Where a private organic record has been amended or restated, "private organic record" means the private organic record as last amended or restated.
33. "Proceeding" includes a civil suit and criminal, administrative, or investigatory actions.
34. "Public benefit corporation" means a domestic or foreign corporation that is required to be a public benefit corporation pursuant to section 504.1705.
35. "Public organic record" means the record, if any, that is filed of public record, to create an unincorporated entity. Where a public organic record has been amended or restated, "public organic record" means the public organic record as last amended or restated.
36. "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.
37. "Record date" means the date established under subchapter VI or VII on which a corporation determines the identity of its members for the purposes of this chapter.
38. "Religious corporation" means a domestic or foreign corporation that engages in religious activity as one of the corporation's principal purposes.
39. "Secretary" means the corporate officer to whom the board of directors has delegated responsibility under section 504.841, subsection 2, for custody of the minutes of the directors' and members' meetings and for authenticating the records of the corporation.
40. "Sign" or "signature" includes a manual, facsimile, conformed, or electronic signature.
41. "State", when referring to a part of the United States, includes a state and commonwealth and their agencies and governmental subdivisions, and a territory and insular possession and their agencies and governmental subdivisions of the United States.
42. a. "Unincorporated entity" means an organization or other legal entity that is not a corporation and that either has a separate legal existence or has the power to acquire an estate in real property in the entity's own name. "Unincorporated entity" includes a general partnership, limited liability company, limited partnership, business or statutory trust, joint stock association, and unincorporated nonprofit association.
- b. "Unincorporated entity" does not include a domestic or foreign business corporation, a nonprofit corporation, an estate, a trust, a governmental subdivision, a state, the United States, or a foreign government.
43. "United States" includes a district, authority, bureau, commission, department, and any other agency of the United States.
44. "Vote" includes authorization by written ballot and written consent.
45. "Voting power" means the total number of votes entitled to be cast for the election of directors at the time the determination of voting power is made, excluding a vote that is contingent upon the happening of a condition or event that has not occurred at the time. When a class is entitled to vote as a class for directors, the determination of voting power of

the class shall be based on the percentage of the number of directors the class is entitled to elect out of the total number of authorized directors.

2004 Acts, ch 1049, §14, 192; 2005 Acts, ch 19, §78; 2012 Acts, ch 1049, §1, 2

Referred to in §123.173A, 504.611