



Rep. John A. Fritchey

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09600SB1390ham002

LRB096 08993 KTG 26712 a

1 AMENDMENT TO SENATE BILL 1390

2 AMENDMENT NO. _____. Amend Senate Bill 1390, AS AMENDED,
3 with reference to page and line numbers of House Amendment No.
4 1, as follows:

5 on page 6, by replacing lines 5 through 25 with the following:

6 "(805 ILCS 105/107.10) (from Ch. 32, par. 107.10)

7 Sec. 107.10. Informal action by members entitled to vote.

8 (a) Unless otherwise provided in the articles of incorporation
9 or the bylaws, any action required by this Act to be taken at
10 any annual or special meeting of the members entitled to vote,
11 or any other action which may be taken at a meeting of the
12 members entitled to vote, may be taken by ballot without a
13 meeting in writing by mail, email, or any other electronic
14 means pursuant to which the members entitled to vote thereon
15 are given the opportunity to vote for or against the proposed
16 action, and the action receives approval by a majority of the

1 members casting votes, or such larger number as may be required
2 by the Act, the articles of incorporation, or the bylaws,
3 provided that the number of members casting votes would
4 constitute a quorum if such action had been taken at a meeting.
5 Voting must remain open for not less than 5 days from the date
6 the ballot is delivered; provided, however, in the case of a
7 removal of one or more directors, a merger, consolidation,
8 dissolution or sale, lease or exchange of assets, the voting
9 must remain open for not less than 20 days from the date the
10 ballot is delivered. ~~without a meeting and without a vote, if a~~
11 ~~consent in writing, setting forth the action so taken, shall be~~
12 ~~signed either: (i) by all of the members entitled to vote with~~
13 ~~respect to the subject matter thereof, or (ii) by the members~~
14 ~~having not less than the minimum number of votes that would be~~
15 ~~necessary to authorize or take such action at a meeting at~~
16 ~~which all members entitled to vote thereon were present and~~
17 ~~voting.~~

18 (b) Such informal action by members ~~If such consent is~~
19 ~~signed by less than all of the members entitled to vote, then~~
20 ~~such consent shall become effective only: (1) if, at least 5~~
21 ~~days prior to the effective date of such~~ informal action
22 ~~consent,~~ a notice in writing of the proposed action is
23 delivered to all of the members entitled to vote with respect
24 to the subject matter thereof. ~~, and (2) if, after the~~
25 ~~effective date of such consent, prompt notice in writing of the~~
26 ~~taking of the corporate action without a meeting is delivered~~

1 ~~to those members entitled to vote who have not consented in~~
2 ~~writing.~~

3 (c) In the event that the action which is approved
4 ~~consented to~~ is such as would have required the filing of a
5 certificate under any other Section of this Act if such action
6 had been voted on by the members at a meeting thereof, the
7 certificate filed under such other Section shall state, in lieu
8 of any statement required by such Section concerning any vote
9 of members, that an informal vote ~~written consent~~ has been
10 conducted ~~given~~ in accordance with the provisions of this
11 Section and that written notice has been delivered as provided
12 in this Section.

13 (Source: P.A. 84-1423.)"; and

14 on page 7, by deleting lines 1 through 17; and

15 on page 16, by replacing lines 18 through 25 with the
16 following:

17 "(805 ILCS 105/108.60) (from Ch. 32, par. 108.60)

18 Sec. 108.60. Director conflict of interest. (a) If a
19 transaction is fair to a corporation at the time it is
20 authorized, approved, or ratified, the fact that a director of
21 the corporation is directly or indirectly a party to the
22 transaction is not grounds for invalidating the transaction.

23 (b) In a proceeding contesting the validity of a

1 transaction described in subsection (a), the person asserting
2 validity has the burden of proving fairness unless:

3 (1) The material facts of the transaction and the
4 director's interest or relationship were disclosed or known to
5 the board of directors or a committee consisting entirely of
6 directors and the board or committee authorized, approved or
7 ratified the transaction by the affirmative votes of a majority
8 of disinterested directors, even though the disinterested
9 directors be less than a quorum; or

10 (2) The material facts of the transaction and the
11 director's interest or relationship were disclosed or known to
12 the members entitled to vote, if any, and they authorized,
13 approved or ratified the transaction without counting the vote
14 of any member who is an interested director.

15 (c) The presence of the director, who is directly or
16 indirectly a party to the transaction described in subsection
17 (a), or a director who is otherwise not disinterested, may be
18 counted in determining whether a quorum is present but may not
19 be counted when the board of directors or a committee of the
20 board takes action on the transaction.

21 (d) For purposes of this Section, a director is
22 "indirectly" a party to a transaction if the other party to the
23 transaction is an entity in which the director has a material
24 financial interest or of which the director is an officer,
25 director or general partner.

26 (e) The provisions of this Section do not apply where a

1 director of the corporation is directly or indirectly a party
2 to a transaction involving a grant or contribution, without
3 consideration, by one organization to another.

4 (Source: P.A. 84-1423.)"; and

5 by deleting pages 17 through 18; and

6 on page 19, by deleting lines 1 through 8.