



2021 South Dakota Legislature
House Bill 1090
ENROLLED

AN ACT

ENTITLED An Act to modify certain requirements for domestic not-for-profit corporations and to declare an emergency.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

Section 1. That § 47-22-35 be AMENDED.

47-22-35. Emergency bylaws--Conditions creating emergency.

The board of directors of any corporation may adopt emergency bylaws, which shall, notwithstanding any different provision elsewhere in chapters 47-22 to 47-28, inclusive, or in the articles of incorporation or bylaws, be operative during any emergency in the conduct of the affairs of the corporation resulting from any national security, national health, or other declared emergency requiring such action.

Section 2. That § 47-23-3 be AMENDED.

47-23-3. Members' meetings--Time and place.

Meetings of members of a corporation may be held via electronic communication or at such place, either within or without this state, as may be provided in the articles or bylaws. In the absence of any such provision, all meetings shall be held at the registered office of the corporation in this state, unless a special meeting is called and held electronically pursuant to § 47-23-5.

Section 3. That § 47-23-5 be AMENDED.

47-23-5. Special meetings--Electronic communication.

Special meetings of the members of a corporation may be called by the president or by the board of directors. Special meetings of the members may also be called by such other officers or persons or number or proportion of members as may be provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be

called by members having one-twentieth of the votes entitled to be cast at such meeting. The call of a special meeting may provide that the meeting be held by any means of electronic communication that allows the members to:

- (1) Substantially see or hear the proceedings concurrently with their occurrence;
- (2) Vote on matters submitted to the members; and
- (3) Pose questions and make comments.

Section 4. Whereas, this Act is necessary for the immediate preservation of the public peace, health, or safety, an emergency is hereby declared to exist, and this Act shall be in full force and effect from and after its passage and approval.

An Act to modify certain requirements for domestic not-for-profit corporations and to declare an emergency.

I certify that the attached Act originated in the:
House as Bill No. 1090

Received at this Executive Office this ____ day of _____, 2021 at _____ M.

Chief Clerk

By _____
for the Governor

Speaker of the House

The attached Act is hereby approved this _____ day of _____, A.D., 2021

Attest:

Chief Clerk

Governor

STATE OF SOUTH DAKOTA,

ss.

Office of the Secretary of State

President of the Senate

Attest:

Filed _____, 2021
at _____ o'clock __ M.

Secretary of the Senate

Secretary of State

House Bill No. 1090
File No. _____
Chapter No. _____

By _____
Asst. Secretary of State