

**§604. Voting**

**1. Members entitled to vote.** The right of the members or any class or classes of members to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of members.

[PL 1977, c. 525, §13 (NEW).]

**2. Members to vote in person or by proxy; validity.** A member entitled to vote may vote in person or, unless the articles of incorporation or the bylaws otherwise provide, may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. A proxy is not valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Where directors or officers are to be elected by members, the bylaws may provide that such elections may be conducted by mail or by electronic transmission.

[PL 2019, c. 200, §1 (AMD).]

**3. Cumulative voting for directors not permitted.** The articles of incorporation or the bylaws shall not permit cumulative voting for directors. Any provision purporting to permit cumulative voting shall be void.

[PL 1977, c. 525, §13 (NEW).]

**4. Corporations with no right to vote.** If a corporation has no members or its members have no right to vote, the directors shall have the sole voting power.

[PL 1977, c. 525, §13 (NEW).]

**5. Voting by electronic transmission; voting remotely.** The bylaws may provide, or the board of directors or members may determine, that some or all votes by members, as well as actions taken in accordance with section 606, may be conducted by electronic transmission under procedures established by the corporation. If the board of directors adopts guidelines and procedures under section 602, subsection 1 authorizing members to vote by means of remote communication, votes may be conducted remotely. A vote conducted by electronic transmission or remotely must be filed with the minutes of members' meetings and has the same effect as an in-person vote or a vote by proxy, and votes conducted remotely must be counted for quorum purposes.

[PL 2021, c. 304, §2 (AMD).]

**SECTION HISTORY**

PL 1977, c. 525, §13 (NEW). PL 2019, c. 200, §§1, 2 (AMD). PL 2021, c. 304, §2 (AMD).

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