

IN THE HOUSE OF REPRESENTATIVES

HOUSE BILL NO. 379

BY STATE AFFAIRS COMMITTEE

AN ACT

1 RELATING TO THE IDAHO NONPROFIT CORPORATION ACT; AMENDING SECTION  
2 30-30-102, IDAHO CODE, TO SPECIFY CONDITIONS UNDER WHICH AN INCORPORA-  
3 TOR MUST SIGN CERTAIN RECORDS DELIVERED TO THE SECRETARY OF STATE; AND  
4 AMENDING SECTION 30-30-202, IDAHO CODE, TO REMOVE A REQUIREMENT THAT  
5 EVERY INCORPORATOR OF A NONPROFIT CORPORATION MUST SIGN ITS ARTICLES OF  
6 INCORPORATION.  
7

8 Be It Enacted by the Legislature of the State of Idaho:

9 SECTION 1. That Section 30-30-102, Idaho Code, be, and the same is  
10 hereby amended to read as follows:

11 30-30-102. FILING REQUIREMENTS. (1) Except as otherwise permitted by  
12 subsection (2) of this section, a record delivered to the secretary of state  
13 for filing pursuant to this chapter must be signed as follows:

14 (a) By the presiding officer of its board of directors of a domestic or  
15 foreign nonprofit corporation, by its president, or by another of its  
16 officers;

17 (b) If ~~directors have not been selected~~ or the corporation has not been  
18 formed, by an incorporator; or

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

21 (2) The annual report delivered to the secretary of state for filing un-  
22 der section 30-21-213, Idaho Code, shall be executed by one (1) of the per-  
23 sons identified in subsection (1) of this section or by another person who is  
24 authorized by the board of directors to execute the report.

25 SECTION 2. That Section 30-30-202, Idaho Code, be, and the same is  
26 hereby amended to read as follows:

27 30-30-202. ARTICLES OF INCORPORATION. (1) The articles of incorpora-  
28 tion must set forth:

29 (a) A corporate name for the corporation that satisfies the require-  
30 ments of sections 30-21-301 and 30-21-302(a), Idaho Code;

31 (b) The purpose or purposes for which the corporation is organized,  
32 which may be, either alone or in combination with other purposes, the  
33 transaction of any lawful activity;

34 (c) The names and addresses of the individuals who are to serve as the  
35 initial directors;

36 (d) The information required by section 30-21-404(a), Idaho Code;

37 (e) The name and address of each incorporator;

38 (f) Whether or not the corporation will have members; and

39 (g) Provisions not inconsistent with law regarding the distribution of  
40 assets on dissolution.

- 1 (2) The articles of incorporation may set forth:  
2 (a) Provisions not inconsistent with law regarding:  
3 (i) Managing and regulating the affairs of the corporation;  
4 (ii) Defining, limiting and regulating the powers of the corpora-  
5 tion, its board of directors, and members or any class of members;  
6 and  
7 (iii) The characteristics, qualifications, rights, limitations  
8 and obligations attaching to each or any class of members.  
9 (b) Any provision that under this act is required or permitted to be set  
10 forth in the bylaws.  
11 (3) ~~Each incorporator named in the articles must sign the articles.~~  
12 ~~(4)~~ The articles of incorporation need not set forth any of the corpora-  
13 tion powers enumerated in this act.  
14 (54) The articles of incorporation may authorize assessments to be  
15 levied upon all members or classes of membership alike, or upon the outstand-  
16 ing shares of stock of the corporation that issues shares of stock instead  
17 of memberships pursuant to its articles of incorporation, or in different  
18 amounts or proportions or upon a different basis upon different members or  
19 classes of membership, and may exempt some members or classes of membership  
20 from assessments. The articles of incorporation may fix the amount and  
21 method of collection of assessments, or may authorize the board of directors  
22 to fix the amount thereof, from time to time, and may make them payable at  
23 such times or intervals, and upon such notice and by such methods as the di-  
24 rectors may prescribe. Assessments may be made enforceable by civil action  
25 or by the forfeiture of membership, or both, or by the sale of shares of the  
26 capital stock of a stockholder in a corporation that issues shares of stock  
27 instead of memberships, when authorized by the articles of incorporation  
28 of said corporation, upon notice given in writing twenty (20) days before  
29 commencement of such action or such forfeiture. If the articles of incorpo-  
30 ration so provide, assessments may be secured by a lien upon real property to  
31 which membership rights are appurtenant, if appropriate, or upon the shares  
32 of stock of a stockholder or shareholder corporation, when authorized by its  
33 articles of incorporation.