

SUBSTITUTE FOR
HOUSE BILL NO. 6195

A bill to amend 1956 PA 218, entitled
"The insurance code of 1956,"
by amending section 5245 (MCL 500.5245).

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Sec. 5245. (1) A majority of the board of directors
2 constitutes a quorum for the transaction of business, and the acts
3 of a majority of the directors present at a meeting at which a
4 quorum is present shall be the acts of the board of directors.
5 (2) Upon written notice of the time and place and purpose or
6 purposes of any special meeting any of the directors, in-between
7 regular meetings of the board of directors, may consent in writing
8 to any specific action to be taken by the corporation ~~—~~ **AND** if
9 approved by a majority of the directors at ~~—such—~~ **THE** special
10 meeting, including those consenting in writing, ~~—such—~~ **THE** action

1 shall be as valid a corporation action as though authorized at a
2 regular meeting of the directors. The minutes of ~~such~~ approval
3 and action shall be fully recorded, each written consent shall be
4 made a part thereof, and ~~these~~ **THE** minutes and written consent
5 shall be reviewed at the next regular meeting of ~~said~~ **THE** board
6 of directors.

7 **(3) UNLESS PROHIBITED BY THE ARTICLES OF INCORPORATION OR**
8 **BYLAWS, ACTION REQUIRED OR PERMITTED TO BE TAKEN UNDER**
9 **AUTHORIZATION VOTED AT A MEETING OF THE BOARD OR A COMMITTEE OF THE**
10 **BOARD MAY BE TAKEN WITHOUT A MEETING IF, BEFORE OR AFTER THE**
11 **ACTION, ALL MEMBERS OF THE BOARD THEN IN OFFICE OR OF THE COMMITTEE**
12 **CONSENT TO THE ACTION IN WRITING OR BY ELECTRONIC TRANSMISSION. THE**
13 **WRITTEN CONSENTS SHALL BE FILED WITH THE MINUTES OF THE PROCEEDINGS**
14 **OF THE BOARD OR COMMITTEE. THE CONSENT HAS THE SAME EFFECT AS A**
15 **VOTE OF THE BOARD OR COMMITTEE FOR ALL PURPOSES.**

16 Enacting section 1. This amendatory act does not take effect
17 unless all of the following bills of the 93rd Legislature are
18 enacted into law:

19 (a) House Bill No. 6194.

20 (b) House Bill No. 6196.