

# SENATE BILL NO. 101

March 01, 2023, Introduced by Senator ANTHONY and referred to the Committee on Health Policy.

A bill to amend 1956 PA 218, entitled "The insurance code of 1956," by amending sections 5228, 5230, and 5245 (MCL 500.5228, 500.5230, and 500.5245), as amended by 2020 PA 266.

**THE PEOPLE OF THE STATE OF MICHIGAN ENACT:**

1           Sec. 5228. (1) The stockholders or members of a corporation  
2 may adopt bylaws that they consider advisable. ~~Until September 30,~~  
3 ~~2022, bylaws~~ **Bylaws** adopted under this subsection may provide 1 or  
4 both of the following:

5           (a) One or more directors may participate in a regular or

1 special meeting of the board, or a committee of the board, or  
2 conduct the meeting, by means of electronic communication devices  
3 that enable all participants in the meeting to communicate with  
4 each other. A director participating in a meeting allowed under  
5 this subdivision is deemed to be present in person at a meeting.

6 (b) Any meeting of the stockholders or members may be  
7 conducted by means of electronic communications devices by which  
8 all stockholders or members participating may simultaneously  
9 participate in the meeting. A stockholder or member participating  
10 in a meeting allowed under this subdivision is deemed to be present  
11 in person at a meeting.

12 (2) The directors of a domestic insurer may make bylaws, not  
13 inconsistent with the constitution and laws of this state, or with  
14 the insurer's articles of incorporation, as they consider necessary  
15 for the government of the officers and members of the insurer, and  
16 the conduct of its affairs. All bylaws and any amendments to the  
17 bylaws must be filed with the director of the department before  
18 becoming operative.

19 (3) If bylaws adopted under subsection (1) need to be amended  
20 to allow meetings through electronic communication devices  
21 described in subsection (1), an amendment to the bylaws may be  
22 adopted at a meeting conducted through electronic communication  
23 devices described in subsection (1). ~~This subsection does not apply~~  
24 ~~after September 30, 2022.~~

25 Sec. 5230. (1) A special meeting of the stockholders or  
26 members of a domestic stock or mutual insurer may be called for  
27 purposes other than amending articles of incorporation under  
28 section 5214 and extending its corporate existence under section  
29 5222, by the directors at any time they consider advisable.

1           (2) Notice of a meeting of the members or stockholders must be  
2 given by mailing to each member or stockholder a copy of the  
3 notice, postage prepaid, directed to his or her last known post  
4 office address at least 21 days before the time fixed for the  
5 meeting. The notice must state the time and place, and if the  
6 meeting is a special meeting, the purpose of the special meeting.  
7 However, notice of the time and place of the annual meeting of a  
8 mutual insurer may be printed on the policy or certificate of  
9 renewal instead of mailing as required under this subsection, in  
10 which case the notice must also be printed with the annual  
11 statement of the insurer.

12           (3) A meeting of the stockholders or members may be conducted  
13 by means of electronic communications devices by which all  
14 stockholders or members participating may simultaneously  
15 participate in the meeting. A stockholder or member participating  
16 in a meeting allowed under this subsection is deemed to be present  
17 in person at a meeting. ~~This subsection does not apply after~~  
18 ~~September 30, 2022.~~

19           Sec. 5245. (1) A majority of the board of directors  
20 constitutes a quorum for the transaction of business, and the acts  
21 of a majority of the directors present at a meeting at which a  
22 quorum is present are the acts of the board of directors.

23           (2) On written notice of the time and place and purpose or  
24 purposes of any special meeting, any of the directors, in-between  
25 regular meetings of the board of directors, may consent in writing  
26 to any specific action to be taken by the corporation, and if  
27 approved by a majority of the directors at the special meeting,  
28 including those consenting in writing, the action is as valid a  
29 corporation action as though authorized at a regular meeting of the

1 directors. The minutes of approval and action must be fully  
2 recorded, each written consent must be made a part of the minutes,  
3 and the minutes and written consent must be reviewed at the next  
4 regular meeting of the board of directors.

5 (3) Unless prohibited by the articles of incorporation or  
6 bylaws, action required or permitted to be taken under  
7 authorization voted at a meeting of the board or a committee of the  
8 board may be taken without a meeting if, before or after the  
9 action, all members of the board then in office or of the committee  
10 consent to the action in writing or by electronic transmission. The  
11 written consents must be filed with the minutes of the proceedings  
12 of the board or committee. The consent has the same effect as a  
13 vote of the board or committee for all purposes.

14 (4) The board of directors may permit 1 or more directors to  
15 participate in a regular or special meeting of the board, or a  
16 committee of the board, or conduct the meeting, by means of  
17 electronic communication devices that enable all participants in  
18 the meeting to communicate with each other. A director  
19 participating in a meeting under this subsection is deemed to be  
20 present in person at the meeting. ~~This subsection does not apply~~  
21 ~~after September 30, 2022.~~