

**WORKING DRAFT**

HOUSE BILL NO. \_\_\_\_\_

Business entities-electronic signatures.

Sponsored by: Joint Corporations, Elections and Political  
Subdivisions Interim Committee

A BILL

for

1 AN ACT relating to business entities; providing for manual,  
2 facsimile, conformed or electronic signatures on documents  
3 and filings; providing conforming amendments; providing  
4 definitions; providing penalties; and providing for an  
5 effective date.

6

7 *Be It Enacted by the Legislature of the State of Wyoming:*

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9       **Section 1.** W.S. 17-11-102(a) by creating a new  
10 paragraph (vii), 17-14-202(a) by amending and renumbering  
11 (xiv), 17-15-102(a) by creating a new paragraph (viii),  
12 17-15-107(c), 17-16-120(g) (intro), 17-16-127, 17-16-140(a)  
13 by amending and renumbering (xxix), 17-16-141(e) (iii),  
14 17-16-202(d), 17-16-205(b), 17-16-402(b), 17-16-503(a),  
15 17-16-504(b) (ii), 17-16-625(d) (i), (e), 17-16-702(a) (ii),

1 17-16-704(a), 17-16-706(a), 17-16-821(a), 17-16-823(a),  
2 17-16-1510(c)(ii), 17-16-1630(a), 17-19-120(g), 17-19-127,  
3 17-19-140(a) by amending and renumbering (xxxvii),  
4 17-19-202(e), 17-19-205(b), 17-19-402(b), 17-19-503(a),  
5 17-19-504(b)(ii), 17-19-704(a), 17-19-706(a), 17-19-807(a),  
6 17-19-1510(c)(ii), 17-19-1630(c), 17-21-101(a) by creating  
7 a new paragraph (xv), 17-21-1101(b), 17-23-102(a) by  
8 creating a new paragraph (vii), 17-23-115(a)(v),  
9 17-23-116(a)(intro), 17-23-119(b) and 17-27-101 by  
10 creating a new subsection (c) are amended to read:

11

12 **17-11-102. Definitions.**

13

14 (a) As used in this act, unless a different meaning  
15 is required by the context, the following words and phrases  
16 have the following meanings:

17

18 (vii) "Sign" or "signature" includes any manual,  
19 facsimile, conformed or electronic signature.

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21 **17-14-202. Definitions.**

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23 (a) As used in this act, unless the context otherwise  
24 requires:

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(xiv) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

(xv) "This act" means W.S. 17-14-201 through 17-14-1104.

**17-15-102. Definitions.**

(a) As used in this act:

(viii) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature.

**17-15-107. Articles of organization.**

(c) The articles of organization shall be accompanied by a written consent to appointment ~~manually~~ signed by the registered agent.

**17-16-120. Filing requirements.**

(g) The person executing the document shall sign it ~~manually~~ and shall state beneath or opposite his signature

1 his name and the capacity in which he signs. The document  
2 may but need not contain:

3

4 **17-16-127. Evidentiary effect of copy of filed**  
5 **document.**

6

7 A certificate attached to a copy of a document filed by the  
8 secretary of state, bearing his signature ~~(which may be in~~  
9 ~~facsimile)~~—and the seal of this state, is conclusive  
10 evidence that the original document is on file with the  
11 secretary of state.

12

13 **17-16-140. Definitions.**

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15 (a) In this act:

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17 (xxix) "Sign" or "signature" includes any  
18 manual, facsimile, conformed or electronic signature.

19

20 (xxx) "This act" means W.S. 17-16-101 through  
21 17-16-1803.

22

23 **17-16-141. Notice.**

24

1 (e) Except as provided in subsection (c) of this  
2 section, written notice, if in a comprehensible form, is  
3 effective at the earliest of the following:

4  
5 (iii) On the date shown on the return receipt,  
6 if sent by registered or certified mail, or comparable  
7 private carrier, return receipt requested, and the receipt  
8 is signed, ~~either manually or in facsimile,~~ by or on behalf  
9 of the addressee.

10  
11 **17-16-202. Articles of incorporation.**

12  
13 (d) The articles of incorporation shall be  
14 accompanied by a written consent to appointment ~~manually~~  
15 signed by the registered agent.

16  
17 **17-16-205. Organization of corporation.**

18  
19 (b) Action required or permitted by this act to be  
20 taken by incorporators at an organizational meeting may be  
21 taken without a meeting if the action taken is evidenced by  
22 one (1) or more written consents describing the action  
23 taken and signed, ~~either manually or in facsimile,~~ by each  
24 incorporator.

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**17-16-402. Reserved name.**

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**17-16-503. Resignation of registered agent.**

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**17-16-504. Service on corporation.**

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(b) If a corporation has no registered agent, or the agent cannot with reasonable diligence be served, the corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the

1 corporation at its principal office. Service is perfected  
2 under this subsection at the earliest of:

3

4 (ii) The date shown on the return receipt, if  
5 signed, ~~either manually or in facsimile,~~ on behalf of the  
6 corporation; or

7

8 **17-16-625. Form and content of certificates.**

9

10 (d) Each share certificate:

11

12 (i) Shall be signed, ~~either manually or in~~  
13 ~~facsimile,~~ by two (2) officers designated in the bylaws or  
14 by the board of directors; and

15

16 (e) If the person who signed, ~~either manually or in~~  
17 ~~facsimile,~~ a share certificate no longer holds office when  
18 the certificate is issued, the certificate is nevertheless  
19 valid.

20

21 **17-16-702. Special meeting.**

22

23 (a) A corporation shall hold a special meeting of  
24 shareholders:

1

2 (ii) If the holders of at least ten percent  
3 (10%) of all the votes entitled to be cast on any issue  
4 proposed to be considered at the proposed special meeting  
5 sign, ~~either manually or in facsimile,~~ date, and deliver to  
6 the corporation one (1) or more written demands for the  
7 meeting describing the purpose or purposes for which it is  
8 to be held, provided that the articles of incorporation may  
9 fix a lower percentage or a higher percentage not exceeding  
10 twenty-five percent (25%) of all the votes entitled to be  
11 cast on any issue proposed to be considered. Unless  
12 otherwise provided in the articles of incorporation, a  
13 written demand for a special meeting may be revoked by a  
14 writing to that effect received by the corporation prior to  
15 the receipt by the corporation of demands sufficient in  
16 number to require the holding of a special meeting.

17

18 **17-16-704. Action without meeting.**

19

20 (a) Action required or permitted by this act to be  
21 taken at a shareholders' meeting may be taken without a  
22 meeting if notice of the proposed action is given to all  
23 voting shareholders and the action is taken by the holders  
24 of all shares entitled to vote on the action. The action



1 shall be evidenced by one (1) or more written consents  
2 bearing the date of signature and describing the action  
3 taken, signed, ~~either manually, by electronic transmittal~~  
4 ~~or in facsimile,~~ by the holders of the requisite number of  
5 shares entitled to vote on the action, and delivered to the  
6 corporation for inclusion in the minutes or filing with the  
7 corporate records.

8

9 **17-16-706. Waiver of notice.**

10

11 (a) A shareholder may waive any notice required by  
12 this act, the articles of incorporation, or bylaws before  
13 or after the date and time stated in the notice. The  
14 waiver shall be in writing, be signed, ~~either manually or~~  
15 ~~in facsimile,~~ or shall be sent by electronic transmission  
16 by the shareholder entitled to the notice, and be delivered  
17 to the corporation for inclusion in the minutes or filing  
18 with the corporate records.

19

20 **17-16-821. Action without meeting.**

21

22 (a) Unless the articles of incorporation or bylaws  
23 provide otherwise, action required or permitted by this act  
24 to be taken at a board of directors' meeting may be taken

1 without a meeting if the action is taken by all members of  
2 the board. The action shall be evidenced by one (1) or  
3 more written consents describing the action taken, signed,  
4 ~~either manually or in facsimile,~~ by each director, or shall  
5 be sent by electronic transmission by each director, and  
6 shall be included in the minutes or filed with the  
7 corporate records reflecting the action taken.

8

9 **17-16-823. Waiver of notice.**

10

11 (a) A director may waive any notice required by this  
12 act, the articles of incorporation, or bylaws before or  
13 after the date and time stated in the notice. Except as  
14 provided by subsection (b) of this section, the waiver  
15 shall be in writing, signed, ~~either manually or in~~  
16 ~~facsimile,~~ by the director entitled to the notice, and  
17 filed with the minutes or corporate records.

18

19 **17-16-1510. Service on foreign corporation.**

20

21 (c) Service is perfected under subsection (b) of this  
22 section at the earliest of:

23

1           (ii) The date shown on the return receipt, if  
2 signed, ~~either manually or in facsimile,~~ on behalf of the  
3 foreign corporation; or

4  
5           **17-16-1630. Filing of reports and payment of tax**  
6 **required; amount of tax; exemptions; records.**

7  
8           (a) Every corporation organized under the laws of  
9 this state and every foreign corporation which obtains the  
10 right to transact and carry on business within this state  
11 (except banks, insurance companies and savings and loan  
12 associations) shall file with the secretary of state on or  
13 before the first day of the month of registration of every  
14 year a certification, signed under the penalty of perjury,  
15 by its treasurer or other fiscal agent setting forth its  
16 capital, property and assets located and employed in the  
17 state of Wyoming. The statement shall give the names and  
18 addresses of its officers and directors and the address of  
19 its principal office. On or before the first day of the  
20 month of registration of every year the corporation shall  
21 pay to the secretary of state in addition to all other  
22 statutory taxes and fees a license tax based upon the sum  
23 of its capital, property and assets reported, of fifty

1 dollars (\$50.00) or two-tenths of one mill on the dollar  
2 (\$.0002), whichever is greater.

3

4 **17-19-120. Filing requirements.**

5

6 (g) The person executing a document shall sign it  
7 ~~manually~~ and shall state beneath or opposite the signature  
8 his name and the capacity in which he signs. The document  
9 may, but need not, contain:

10

11 **17-19-127. Evidentiary effect of copy of filed**  
12 **document.**

13

14 A certificate attached to a copy of a document filed by the  
15 secretary of state, bearing his signature ~~(which may be in~~  
16 ~~facsimile)~~ and the seal of this state, is conclusive  
17 evidence that the original document is on file with the  
18 secretary of state.

19

20 **17-19-140. General definitions.**

21

22 (a) As used in this act:

23

1           (xxxvii) "Sign" or "signature" includes any  
2 manual, facsimile, conformed or electronic signature.

3

4           (xxxviii)        "This act" means W.S. 17-19-101  
5 through 17-19-1807.

6

7           **17-19-202. Articles of incorporation.**

8

9           (e) The articles of incorporation shall be  
10 accompanied by a written consent to appointment ~~manually~~  
11 signed by the registered agent.

12

13           **17-19-205. Organization of corporation.**

14

15           (b) Action required or permitted by this act to be  
16 taken by incorporators at an organizational meeting may be  
17 taken without a meeting if the action taken is evidenced by  
18 one (1) or more written consents describing the action  
19 taken and signed ~~either manually or in facsimile~~ by each  
20 incorporator.

21

22           **17-19-402. Reserved name.**

23

1           (b) The owner of a reserved corporate name may  
2 transfer the reservation to another person by delivering to  
3 the secretary of state a ~~manually~~-signed notice of the  
4 transfer that states the name and address of the  
5 transferee.

6

7           **17-19-503. Resignation of registered agent.**

8

9           (a) A registered agent may resign his agency  
10 appointment by signing and delivering to the secretary of  
11 state for filing the ~~manually~~-signed original and two (2)  
12 exact or conformed copies of a statement of resignation.  
13 The statement may include a statement that the registered  
14 office is also discontinued.

15

16           **17-19-504. Service on corporation.**

17

18           (b) If a corporation has no registered agent, or the  
19 agent cannot with reasonable diligence be served, the  
20 corporation may be served by registered or certified mail,  
21 return receipt requested, addressed to the secretary of the  
22 corporation at its principal office. Service is perfected  
23 under this subsection at the earliest of:

24

1           (ii) The date shown on the return receipt, if  
2 signed, ~~either manually or in facsimile,~~ on behalf of the  
3 corporation; or  
4

5           **17-19-704. Action by written consent.**  
6

7           (a) Unless limited or prohibited by the articles or  
8 bylaws, action required or permitted by this act to be  
9 taken at a members' meeting may be taken without a meeting  
10 if notice of the proposed action is given to all voting  
11 members and the action is approved by ninety percent (90%)  
12 of the members entitled to vote on the action. The action  
13 shall be evidenced by one (1) or more written consents  
14 describing the action approved, signed ~~either manually or~~  
15 ~~in facsimile,~~ by the requisite number of members entitled  
16 to vote on the action, and delivered to the corporation for  
17 inclusion in the minutes or filing with the corporate  
18 records.  
19

20           **17-19-706. Waiver of notice.**  
21

22           (a) A member may waive any notice required by this  
23 act, the articles, or bylaws before or after the date and  
24 time stated in the notice. The waiver shall be in writing,

1 be signed ~~manually or in facsimile~~ by the member entitled  
2 to the notice, and be delivered to the corporation for  
3 inclusion in the minutes or filing with the corporate  
4 records.

5

6 **17-19-807. Resignation of directors.**

7

8 (a) A director may resign at any time by delivering  
9 written notice, signed ~~either manually or in facsimile,~~ to  
10 the board of directors, its presiding officer or to the  
11 president or secretary.

12

13 **17-19-1510. Service on foreign corporation.**

14

15 (c) Service is perfected under subsection (b) of this  
16 section at the earliest of:

17

18 (ii) The date shown on the return receipt, if  
19 signed ~~either manually or in facsimile~~ on behalf of the  
20 foreign corporation; or

21

22 **17-19-1630. Filing of reports.**

23



1 (c) A director or officer of the corporation shall  
2 ~~execute~~sign the annual report under penalty of perjury.

3

4 **17-21-101. Definitions.**

5

6 (a) In this chapter:

7

8 (xv) "Sign" or "signature" includes any manual,  
9 facsimile, conformed or electronic signature.

10

11 **17-21-1101. Registered limited liability**  
12 **partnerships.**

13

14 (b) The statement of registration shall be executed  
15 by one (1) or more partners authorized to execute a  
16 statement of registration. The statement of registration  
17 shall be accompanied by a written consent to appointment  
18 ~~manually~~signed by the registered agent.

19

20 **17-23-102. Definitions.**

21

22 (a) As used in this chapter:

23

1                    (vii) "Sign" or "signature" includes any manual,  
2 facsimile, conformed or electronic signature.

3  
4                    **17-23-115. Execution of certificate.**

5  
6                    (a) Each certificate required by this chapter to be  
7 filed with the secretary of state shall be executed in the  
8 following manner:

9  
10                    (v) The certificate of trust shall be  
11 accompanied by a written consent to appointment ~~manually~~  
12 signed by the registered agent.

13  
14                    **17-23-116. Filing of certificate; effective date;**  
15 **fee; organization.**

16  
17                    (a) The original signed copy together with a  
18 duplicate copy, ~~which may be either a signed or conformed~~  
19 ~~copy,~~ of the certificate of trust and any certificates of  
20 amendment or cancellation or any certificate of merger or  
21 consolidation shall be delivered to the secretary of state.  
22 Unless the secretary of state finds that any certificate  
23 does not conform to law, upon receipt of all filing fees  
24 required he shall:

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2           **17-23-119. Reserved name.**

3

4           (b) The owner of a reserved statutory trust name may  
5 transfer the reservation to another person by delivering to  
6 the secretary of state a ~~manually~~-signed notice of the  
7 transfer that states the name and address of the  
8 transferee.

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10

## CHAPTER 27

11

12

## ELECTRONIC FILING

13

14           **17-27-101. Electronic filing of annual reports**  
15 **authorized; electronic signatures; rules; penalty.**

16

17           (c) Any authorized person electronically signing a  
18 document on behalf of an entity under this title which he  
19 knows, or should have known, is false in any material  
20 respect, is guilty of a misdemeanor punishable by a fine of  
21 not more than one thousand dollars (\$1,000.00),  
22 imprisonment for not more than six (6) months, or both.

23

24           **Section 2.** This act is effective July 1, 2007.

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(END)

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