

HOUSE BILL NO. HB0005

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:*

8

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

1 17-16-625(d)(i) and (e), 17-16-702(a)(ii), 17-16-704(a),
2 17-16-706(a), 17-16-821(a), 17-16-823(a),
3 17-16-1510(c)(ii), 17-16-1630(a), 17-19-120(g)(intro),
4 17-19-127, 17-19-140(a) by creating a new paragraph
5 (xxxvii) and by renumbering (xxxvii) as (xxxviii),
6 17-19-202(e), 17-19-205(b), 17-19-402(b), 17-19-503(a),
7 17-19-504(b)(ii), 17-19-704(a), 17-19-706(a), 17-19-807(a),
8 17-19-1510(c)(ii), 17-19-1630(c), 17-21-101(a) by creating
9 a new paragraph (xv), 17-21-1101(b), 17-23-102(a) by
10 creating a new paragraph (vii), 17-23-115(a)(v),
11 17-23-116(a)(intro), 17-23-119(b) and 17-27-101 by creating
12 a new subsection (c) are amended to read:

13

14 **17-11-102. Definitions.**

15

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

19

20 (vii) "Sign" or "signature" includes any manual,
21 facsimile, conformed or electronic signature.

22

23 **17-14-202. Definitions.**

24

1 (a) As used in this act, unless the context otherwise
2 requires:

3

4 (xiv) "Sign" or "signature" includes any manual,
5 facsimile, conformed or electronic signature;

6

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

9

10 **17-15-102. Definitions.**

11

12 (a) As used in this act:

13

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

16

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

18

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

22

23 **17-16-120. Filing requirements.**

24

1 (g) The person executing the document shall sign it
2 ~~manually~~ and shall state beneath or opposite his signature
3 his name and the capacity in which he signs. The document
4 may but need not contain:

5

6 **17-16-127. Evidentiary effect of copy of filed**
7 **document.**

8

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

14

15 **17-16-140. Definitions.**

16

17 (a) In this act:

18

19 (xxix) "Sign" or "signature" includes any
20 manual, facsimile, conformed or electronic signature;

21

22 ~~(xxix)~~ (xxx) "This act" means W.S. 17-16-101
23 through 17-16-1803.

24

1 **17-16-141. Notice.**

2

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

6

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

12

13 **17-16-202. Articles of incorporation.**

14

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

18

19 **17-16-205. Organization of corporation.**

20

21 (b) Action required or permitted by this act to be
22 taken by incorporators at an organizational meeting may be
23 taken without a meeting if the action taken is evidenced by
24 one (1) or more written consents describing the action

1 taken and signed, ~~either manually or in facsimile~~, by each
2 incorporator.

3

4 **17-16-402. Reserved name.**

5

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

11

12 **17-16-503. Resignation of registered agent.**

13

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

20

21 **17-16-504. Service on corporation.**

22

23 (b) If a corporation has no registered agent, or the
24 agent cannot with reasonable diligence be served, the

1 corporation may be served by registered or certified mail,
2 return receipt requested, addressed to the secretary of the
3 corporation at its principal office. Service is perfected
4 under this subsection at the earliest of:

5

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

9

10 **17-16-625. Form and content of certificates.**

11

12 (d) Each share certificate:

13

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

17

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

22

23 **17-16-702. Special meeting.**

24

1 (a) A corporation shall hold a special meeting of
2 shareholders:

3

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

19

20 **17-16-704. Action without meeting.**

21

22 (a) Action required or permitted by this act to be
23 taken at a shareholders' meeting may be taken without a
24 meeting if notice of the proposed action is given to all

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

10

11 **17-16-706. Waiver of notice.**

12

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

21

22 **17-16-821. Action without meeting.**

23

1 (a) Unless the articles of incorporation or bylaws
2 provide otherwise, action required or permitted by this act
3 to be taken at a board of directors' meeting may be taken
4 without a meeting if the action is taken by all members of
5 the board. The action shall be evidenced by one (1) or
6 more written consents describing the action taken, signed,
7 ~~either manually or in facsimile,~~ by each director, or shall
8 be sent by electronic transmission by each director, and
9 shall be included in the minutes or filed with the
10 corporate records reflecting the action taken.

11

12 **17-16-823. Waiver of notice.**

13

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

21

22 **17-16-1510. Service on foreign corporation.**

23

1 (c) Service is perfected under subsection (b) of this
2 section 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 foreign corporation; or

7

8 **17-16-1630. Filing of reports and payment of tax**
9 **required; amount of tax; exemptions; records.**

10

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

1 statutory taxes and fees a license tax based upon the sum
2 of its capital, property and assets reported, of fifty
3 dollars (\$50.00) or two-tenths of one mill on the dollar
4 (\$.0002), whichever is greater.

5

6 **17-19-120. Filing requirements.**

7

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

12

13 **17-19-127. Evidentiary effect of copy of filed**
14 **document.**

15

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

21

22 **17-19-140. General definitions.**

23

24 (a) As used in this act:

1

2

(xxxvii) "Sign" or "signature" includes any manual, facsimile, conformed or electronic signature;

4

5

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

7

8

17-19-202. Articles of incorporation.

9

10

11

12

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

13

14

17-19-205. Organization of corporation.

15

16

17

18

19

20

21

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

22

23

17-19-402. Reserved name.

24

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:

1

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.

9

10

CHAPTER 27

11

ELECTRONIC FILING

12

13 **17-27-101. Electronic filing of annual reports**
14 **authorized; electronic signatures; rules; penalty.**

15

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

22

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

2

3

(END)