

1 AN ACT concerning corporations.

2 Be it enacted by the People of the State of Illinois,  
3 represented in the General Assembly:

4 Section 5. The General Not For Profit Corporation Act of  
5 1986 is amended by changing Section 101.80 as follows:

6 (805 ILCS 105/101.80) (from Ch. 32, par. 101.80)  
7 Sec. 101.80. Definitions. As used in this Act, unless  
8 the context otherwise requires, the words and phrases defined  
9 in this Section shall have the meanings set forth herein.

10 (a) "Anniversary" means that day each year exactly one  
11 or more years after:

12 (1) The date of filing the articles of  
13 incorporation prescribed by Section 102.10 of this Act,  
14 in the case of a domestic corporation;

15 (2) The date of filing the application for  
16 authority prescribed by Section 113.15 of this Act in the  
17 case of a foreign corporation;

18 (3) The date of filing the statement of acceptance  
19 prescribed by Section 101.75 of this Act, in the case of  
20 a corporation electing to accept this Act; or

21 (4) The date of filing the articles of  
22 consolidation prescribed by Section 111.25 of this Act in  
23 the case of a consolidation.

24 (b) "Anniversary month" means the month in which the  
25 anniversary of the corporation occurs.

26 (c) "Articles of incorporation" means the original  
27 articles of incorporation including the articles of  
28 incorporation of a new corporation set forth in the articles  
29 of consolidation or set forth in a statement of election to  
30 accept this Act, and all amendments thereto, whether  
31 evidenced by articles of amendment, articles of merger or

1 statement of correction affecting articles. Restated  
2 articles of incorporation shall supersede the original  
3 articles of incorporation and all amendments thereto prior to  
4 the effective date of filing the articles of amendment  
5 incorporating the restated articles of incorporation. In the  
6 case of a corporation created by a Special Act of the  
7 Legislature, "Articles of incorporation" means the special  
8 charter and any amendments thereto made by Special Act of the  
9 Legislature or pursuant to general laws.

10 (d) "Board of directors" means the group of persons  
11 vested with the management of the affairs of the corporation  
12 irrespective of the name by which such group is designated.

13 (e) "Bylaws" means the code or codes of rules adopted  
14 for the regulation or management of the affairs of the  
15 corporation irrespective of the name or names by which such  
16 rules are designated.

17 (f) "Corporation" or "domestic corporation" means a  
18 domestic not-for-profit corporation subject to the provisions  
19 of this Act, except a foreign corporation.

20 (g) "Delivered," for the purpose of determining if any  
21 notice required by this Act is effective, means:

22 (1) Transferred or presented to someone in person;

23 (2) Deposited in the United States mail addressed  
24 to the person at his, her or its address as it appears on  
25 the records of the corporation, with sufficient  
26 first-class postage prepaid thereon; or

27 (3) Posted at such place and in such manner or  
28 otherwise transmitted to the person's premises as may be  
29 authorized and set forth in the articles of incorporation  
30 or the bylaws; or-

31 (4) Transmitted by electronic means to the address  
32 that appears on the records of the corporation as may be  
33 authorized and set forth in the articles of incorporation  
34 or the bylaws.

1 (h) "Foreign corporation" means a not-for-profit  
2 corporation as defined and organized under the laws other  
3 than the laws of this State, for a purpose or purposes for  
4 which a corporation may be organized under this Act.

5 (i) "Incorporator" means one of the signers of the  
6 original articles of incorporation.

7 (j) "Insolvent" means that a corporation is unable to  
8 pay its debts as they become due in the usual course of the  
9 conduct of its affairs.

10 (k) "Member" means a person or any organization, whether  
11 not for profit or otherwise, having membership rights in a  
12 corporation in accordance with the provisions of its articles  
13 of incorporation or bylaws.

14 (l) "Net assets," for the purpose of determining the  
15 authority of a corporation to make distributions, is equal to  
16 the difference between the assets of the corporation and the  
17 liabilities of the corporation.

18 (m) "Not-for-profit corporation" means a corporation  
19 subject to this Act and organized solely for one or more of  
20 the purposes authorized by Section 103.05 of this Act.

21 (n) "Registered office" means that office maintained by  
22 the corporation in this State, the address of which is on  
23 file in the office of the Secretary of State, at which any  
24 process, notice or demand required or permitted by law may be  
25 served upon the registered agent of the corporation.

26 (o) "Special charter" means the charter granted to a  
27 corporation created by special act of the Legislature whether  
28 or not the term "charter" or "special charter" is used in  
29 such special act.

30 (p) To the extent permitted in the articles of  
31 incorporation or the bylaws of the corporation, actions  
32 required to be "written", to be "in writing", to have  
33 "written consent", to have "written approval" and the like by  
34 or of members, directors, or committee members shall include

1 any communication transmitted or received by electronic  
2 means.

3 (Source: P.A. 92-33, eff. 7-1-01.)

4 Section 99. Effective date. This Act takes effect upon  
5 becoming law.