

By Senator Sachs

34-01322-16

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1 A bill to be entitled
2 An act relating to online voting; amending s.
3 617.0721, F.S.; authorizing online voting by members
4 of a corporation not for profit; requiring written
5 consent by a member for online voting; providing
6 requirements for online voting; providing that a
7 member voting electronically is counted as being in
8 attendance at the meeting; requiring online voting
9 systems to be authorized by a resolution adopted by
10 the board of directors; providing requirements for
11 such resolution; requiring a corporation to provide
12 certain notice to members; requiring a corporation to
13 establish procedures and deadlines for members to
14 consent to or opt out of online voting; clarifying
15 that a member's consent to online voting is valid
16 until the member opts out; providing applicability;
17 providing an effective date.

18
19 Be It Enacted by the Legislature of the State of Florida:

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21 Section 1. Subsection (2) and present subsection (7) of
22 section 617.0721, Florida Statutes, are amended, present
23 subsections (3) through (7) of that section are redesignated as
24 subsections (4) through (8), respectively, and a new subsection
25 (3) is added to that section, to read:

26 617.0721 Voting by members.—

27 (2) A member who is entitled to vote may vote in person,
28 online, or, unless the articles of incorporation or the bylaws
29 otherwise provide, may vote by proxy executed in writing by the

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30 member or by his or her duly authorized attorney in fact.
31 Notwithstanding any provision to the contrary in the articles of
32 incorporation or bylaws, any copy, facsimile transmission, or
33 other reliable reproduction of the original proxy may be
34 substituted or used in lieu of the original proxy for any
35 purpose for which the original proxy could be used if the copy,
36 facsimile transmission, or other reproduction is a complete
37 reproduction of the entire proxy. An appointment of a proxy is
38 not valid after 11 months following the date of its execution
39 unless otherwise provided in the proxy.

40 (a) If directors or officers are to be elected by members,
41 the bylaws may provide that such elections may be conducted by
42 mail.

43 (b) A corporation may reject a vote, consent, waiver, or
44 proxy appointment if the secretary or other officer or agent
45 authorized to tabulate votes, acting in good faith, has a
46 reasonable basis for doubting the validity of the signature on
47 it or the signatory's authority to sign for the member.

48 (3) The corporation may conduct elections and other
49 membership votes through an Internet-based online voting system
50 if a member consents in writing to online voting and if the
51 following requirements are met:

52 (a) The corporation provides each member with:

53 1. A method to authenticate the member's identity to the
54 online voting system.

55 2. A method to confirm, at least 14 days before the voting
56 deadline, that the member's electronic device can successfully
57 communicate with the online voting system.

58 3. A method that is consistent with the election and voting

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59 procedures in the corporation's bylaws.

60 (b) The corporation uses an online voting system that:

61 1. Authenticates the member's identity.

62 2. Authenticates the validity of each online vote to ensure
63 that the vote is not altered in transit.

64 3. Transmits a receipt from the online voting system to
65 each member who casts a vote online.

66 4. Permanently separates any authentication or identifying
67 information from the electronic election ballot, rendering it
68 impossible to tie an election ballot to a specific member. This
69 subparagraph applies only if the corporation's bylaws provide
70 for secret ballots for the election of directors.

71 5. Stores and keeps electronic ballots accessible to
72 election officials for recount, inspection, and review purposes.

73 (c) A member voting electronically pursuant to this
74 subsection is counted as being in attendance at the meeting for
75 purposes of determining a quorum.

76 (d) This subsection applies to a corporation that provides
77 for and authorizes an online voting system pursuant to this
78 subsection by a resolution adopted by the board of directors.
79 The board resolution must provide that members receive notice of
80 the opportunity to vote through an online voting system, must
81 establish reasonable procedures and deadlines for members to
82 consent in writing to online voting, and must establish
83 reasonable procedures and deadlines for members to opt out of
84 online voting after giving consent. Written notice of a meeting
85 at which the board resolution regarding online voting will be
86 considered must be mailed, delivered, or electronically
87 transmitted to the members and posted conspicuously on the

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88 corporation property at least 14 days before the meeting.
89 Evidence of compliance with the 14-day notice requirement must
90 be made by an affidavit executed by the person providing the
91 notice and filed with the official records of the corporation.

92 (e) A member's consent to online voting is valid until the
93 member opts out of online voting pursuant to the procedures
94 established by the board of directors pursuant to paragraph (d).

95 (f) This subsection applies to any matter that requires a
96 vote of the members.

97 (8)-(7) Subsections (1), ~~(5)~~, and (6), and (7) do not apply
98 to a corporation that is an association, as defined in s.
99 720.301, or a corporation regulated by chapter 718 or chapter
100 719.

101 Section 2. This act shall take effect July 1, 2016.