

HOUSE BILL No. 5320

October 18, 2005, Introduced by Reps. Elsenheimer, Huizenga, Vander Veen, Baxter, Wenke, Taub and Tobocman and referred to the Committee on Commerce.

A bill to amend 1972 PA 284, entitled
"Business corporation act,"
by amending section 442 (MCL 450.1442).

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1 Sec. 442. (1) The articles of incorporation may provide that a
2 class **OR SERIES** of shares ~~or any series thereof~~, shall vote as a
3 class **OR SERIES** to authorize any action, including amendment to the
4 articles. ~~Such~~ **ANY** voting as a class **OR SERIES** shall be in
5 addition to any other vote required by this act. ~~Where~~ **IF** voting
6 as a class or series is provided in the articles, it shall be by
7 the proportionate vote provided in the articles or, if a
8 proportionate vote is not so provided, then for any action other
9 than the election of directors, by a majority of the votes cast by

1 the holders of shares of ~~such~~ **THAT** class or series entitled to
2 vote ~~thereon~~ **ON THAT ACTION**.

3 (2) ~~Where~~ **IF** voting as a class or series is required by this
4 act to authorize an action, the action shall be authorized by a
5 majority of the votes cast by the holders of shares of each ~~such~~
6 class or series entitled to vote ~~thereon~~ **ON THAT ACTION**, unless a
7 greater vote is required by the articles of incorporation or
8 another section of this act. ~~The~~ **ANY** voting as a class **OR SERIES**
9 shall be in addition to any other vote required by this act.

10 (3) **UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF**
11 **INCORPORATION, ABSTAINING FROM A VOTE OR SUBMITTING A BALLOT MARKED**
12 **"ABSTAIN" WITH RESPECT TO AN ACTION THAT REQUIRES AUTHORIZATION BY**
13 **A VOTE OF A CLASS OR SERIES IS NOT A VOTE CAST ON THAT ACTION.**

14 Enacting section 1. This amendatory act does not take effect
15 unless Senate Bill No. _____ or House Bill No. 5319 (request no.
16 01874'05) of the 93rd Legislature is enacted into law.