

Committee Substitute for Senate Bill No. 2034

An act relating to rural electric cooperatives; amending s. 425.09, F.S.; authorizing cooperative bylaws to permit voting by limited proxy for certain purposes and under certain circumstances; providing criteria and limitations; prohibiting voting by general proxy; providing procedures and requirements for appointing limited proxies; providing an effective date.

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

Section 1. Subsections (6) and (7) of section 425.09, Florida Statutes, are amended, and subsection (8) is added to that section, to read:

425.09 Members.—

(6) One percent of all members, present in person, shall constitute a quorum for the transaction of business at all meetings of the members, unless the bylaws prescribe the presence of a greater percentage of the members for a quorum. Notwithstanding the requirement that members be present in person in order to be counted in determining a quorum, the bylaws may permit voting by limited proxy or by mail ~~in an election of trustees, and members so voting shall be counted as present in person for determination of a quorum. A majority of a quorum is required to approve any motion or matter before a meeting of the members. Members voting by mail or limited proxy shall not be counted on any matter raised at a meeting which was not specifically listed and identified on the mail ballot or proxy.~~ If less than a quorum is present at any meeting, a majority of those present in person may adjourn the meeting from time to time without further notice.

(7) Each member shall be entitled to one vote on each matter submitted to a vote at a meeting. Voting shall be in person, but, if the bylaws so provide, may also be by limited proxy or by mail, or both. If the bylaws provide for voting by limited proxy or by mail, they shall also prescribe the conditions under which limited proxy or mail voting ~~may shall~~ be exercised. The bylaws may not permit voting by general proxy. For purposes of this section, a limited proxy is one on which a member has recorded a vote for or against an issue or issues specifically listed on the proxy. In no event shall any limited proxy be valid for a period longer than 90 days after the date of the first meeting for which the proxy is given. Every proxy is revocable, at any time, at the pleasure of the member executing it. In any event, no person shall vote as proxy for more than three members at any meeting of the members except as otherwise permitted in the bylaws.

(8)(a) A member may appoint a limited proxy to vote or otherwise act for the member by signing an appointment form, either personally or by the member's attorney in fact. An executed telegram or cablegram appearing to have been transmitted by such person, or a photographic, photostatic, or equivalent reproduction of an appointment form is a sufficient appointment form.

(b) Without limiting the manner in which a member may appoint a limited proxy to vote or otherwise act for the member pursuant to paragraph (a), a member may grant such authority by:

1. Signing an appointment form or having such form signed by the member's authorized officer, director, employee, or agent by any reasonable means, including, but not limited to, facsimile signature; or

2. Transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the proxy or to a proxy solicitation firm, proxy support service organization, registrar, or agent authorized by the person who will be designated as the proxy to receive such transmission. However, any telegram, cablegram, or other means of electronic transmission must set forth or be submitted with information from which it can be determined that the transmission was authorized by the member. If it is determined that the transmission is valid, the inspectors of election or, if there are no inspectors, such other persons making that determination shall specify the information upon which they relied.

Section 2. This act shall take effect October 1, 2001.

Approved by the Governor June 8, 2001.

Filed in Office Secretary of State June 8, 2001.