

AN ACT concerning business.

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

Section 5. The Business Corporation Act of 1983 is amended by changing Section 7.05 as follows:

(805 ILCS 5/7.05) (from Ch. 32, par. 7.05)

Sec. 7.05. Meetings of shareholders. Meetings of shareholders may be held either within or without this State, as may be provided in the by-laws or in a resolution of the board of directors pursuant to authority granted in the by-laws. In the absence of any such provision, all meetings shall be held at the registered office of the corporation in this State.

An annual meeting of the shareholders shall be held at such time as may be provided in the by-laws or in a resolution of the board of directors pursuant to authority granted in the by-laws. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation nor affect the validity of corporate action. If an annual meeting has not been held within the earlier of six months after the end of the corporation's fiscal year or fifteen months after its last annual meeting and if, after a request in writing directed to the president of the corporation, a notice of meeting is not given within 60 days of such request, then any shareholder entitled to vote at an annual meeting may apply to the circuit court of the county in which the registered office or principal place of business of the corporation is located for an order directing that the meeting be held and fixing the time and place of the meeting. The court may issue such additional orders as may be necessary or appropriate for the holding of the meeting.

Unless specifically prohibited by the articles of

incorporation or by-laws, a corporation may allow shareholders to participate in and act at any meeting of the shareholders through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. A shareholder entitled to vote at a meeting of the shareholders shall be permitted to attend the meeting where space permits, and subject to the corporation's by-laws and rules governing the conduct of the meeting and the power of the chairman to regulate the orderly conduct of the meeting. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Special meetings of the shareholders may be called by the president, by the board of directors, by the holders of not less than one-fifth of all the outstanding shares entitled to vote on the matter for which the meeting is called or by such other officers or persons as may be provided in the articles of incorporation or the by-laws.

(Source: P.A. 92-771, eff. 8-6-02.)