

By the Committee on Commerce and Economic Opportunities; and
Senator Latvala

310-1720-01

1 A bill to be entitled
2 An act relating to rural electric cooperatives;
3 amending s. 425.09, F.S.; authorizing
4 cooperative bylaws to permit voting by limited
5 proxy for certain purposes and under certain
6 circumstances; providing criteria and
7 limitations; prohibiting voting by general
8 proxy; providing procedures and requirements
9 for appointing limited proxies; providing an
10 effective date.

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

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

17 425.09 Members.--

18 (6) One percent of all members, present in person,
19 shall constitute a quorum for the transaction of business at
20 all meetings of the members, unless the bylaws prescribe the
21 presence of a greater percentage of the members for a quorum.
22 Notwithstanding the requirement that members be present in
23 person in order to be counted in determining a quorum, the
24 bylaws may permit voting by limited proxy or by mail ~~in an~~
25 ~~election of trustees~~, and members so voting shall be counted
26 as present in person for determination of a quorum. A majority
27 of a quorum is required to approve any motion or matter before
28 a meeting of the members. Members voting by mail or limited
29 proxy shall not be counted on any matter raised at a meeting
30 which was not specifically listed and identified on the mail
31 ballot or proxy.If less than a quorum is present at any

1 meeting, a majority of those present in person may adjourn the
2 meeting from time to time without further notice.

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

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

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

30 1. Signing an appointment form or having such form
31 signed by the member's authorized officer, director, employee,

1 or agent by any reasonable means, including, but not limited
2 to, facsimile signature; or

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

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

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18 STATEMENT OF SUBSTANTIAL CHANGES CONTAINED IN
19 COMMITTEE SUBSTITUTE FOR
20 Senate Bill 2034

21 The committee substitute:

22 Allows members of a rural electric cooperative to use
23 electronic transmission to send their votes on a limited
24 ballot to a proxy, a proxy solicitation firm, a proxy
25 support service organization, a registrar, or the agent
authorized by the person who will be designated as the
proxy.

26 Eliminates a reference to limited proxy voting being
27 consistent with s. 607.0722, F.S., and incorporates the
relevant proxy voting guidelines from ch. 607, F.S.,
into the text of the committee substitute.

28 Requires a majority of a quorum to approve any motion or
29 matter that is brought up during a meeting of members.