

SUBSTITUTE FOR  
HOUSE BILL NO. 6195

A bill to amend 1956 PA 218, entitled  
"The insurance code of 1956,"  
by amending section 5245 (MCL 500.5245).

**THE PEOPLE OF THE STATE OF MICHIGAN ENACT:**

1           Sec. 5245. (1) A majority of the board of directors  
2 constitutes a quorum for the transaction of business, and the acts  
3 of a majority of the directors present at a meeting at which a  
4 quorum is present shall be the acts of the board of directors.  
5           (2) Upon written notice of the time and place and purpose or  
6 purposes of any special meeting any of the directors, in-between  
7 regular meetings of the board of directors, may consent in writing  
8 to any specific action to be taken by the corporation ~~—~~ **AND** if  
9 approved by a majority of the directors at ~~—such—~~ **THE** special  
10 meeting, including those consenting in writing, ~~—such—~~ **THE** action

1 shall be as valid a corporation action as though authorized at a  
2 regular meeting of the directors. The minutes of ~~such~~ approval  
3 and action shall be fully recorded, each written consent shall be  
4 made a part thereof, and ~~these~~ **THE** minutes and written consent  
5 shall be reviewed at the next regular meeting of ~~said~~ **THE** board  
6 of directors.

7           (3) **UNLESS PROHIBITED BY THE ARTICLES OF INCORPORATION OR**  
8 **BYLAWS, ACTION REQUIRED OR PERMITTED TO BE TAKEN UNDER**  
9 **AUTHORIZATION VOTED AT A MEETING OF THE BOARD OR A COMMITTEE OF THE**  
10 **BOARD MAY BE TAKEN WITHOUT A MEETING IF, BEFORE OR AFTER THE**  
11 **ACTION, ALL MEMBERS OF THE BOARD THEN IN OFFICE OR OF THE COMMITTEE**  
12 **CONSENT TO THE ACTION IN WRITING OR BY ELECTRONIC TRANSMISSION. THE**  
13 **WRITTEN CONSENTS SHALL BE FILED WITH THE MINUTES OF THE PROCEEDINGS**  
14 **OF THE BOARD OR COMMITTEE. THE CONSENT HAS THE SAME EFFECT AS A**  
15 **VOTE OF THE BOARD OR COMMITTEE FOR ALL PURPOSES.**

16           Enacting section 1. This amendatory act does not take effect  
17 unless all of the following bills of the 93rd Legislature are  
18 enacted into law:

19           (a) House Bill No. 6194.

20           (b) House Bill No. 6196.