House of Representatives

Mr. Speaker: I am instructed by the Senate to inform the Hou

that the Senate has taken up and passed

SS SCS HCS HB 959

entitled:

## **AN ACT**

To repeal sections 347.048 and 407.825, RSMo, and to enact in lieu thereof three new sections relating to regulation of certain business organizations.

With SA 1

In which the concurrence of the House is respectfully requested.

Respectfully,

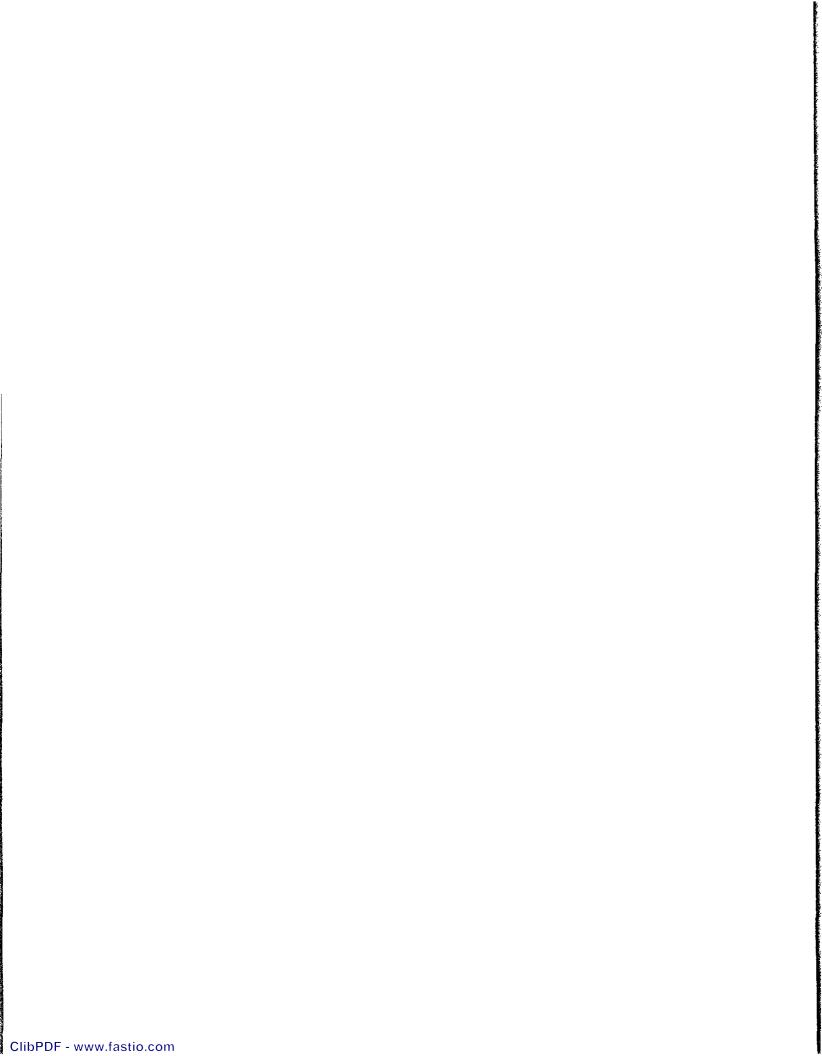
Adriane D. Crouse

Secretary of the Senate

Ariana D. Cheuse

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CHIEF ----MAY 17 2019

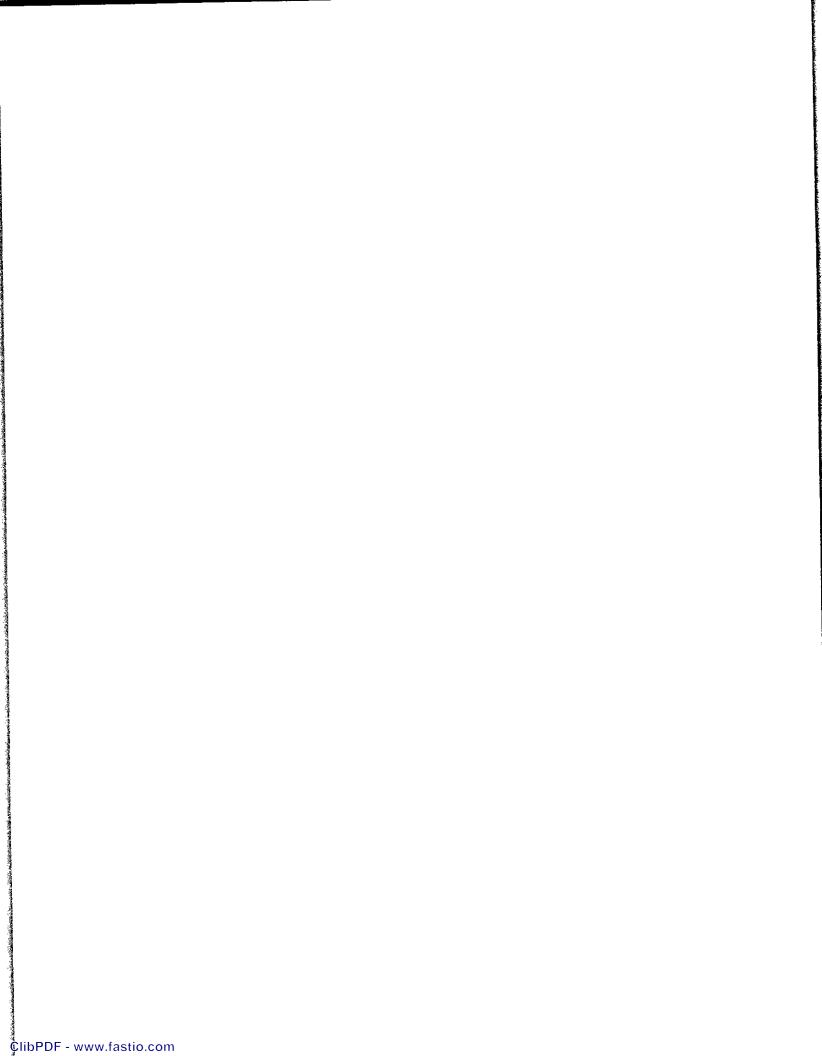


## SENATE AMENDMENT NO. /

OTTEL	ed by
Amend	SS/SCS/HCS/House Bill No. 959 , Page 2 , Section 347.048 , Line 20
	of said page, by inserting after all of said line the following:
	"351.360. 1. Every corporation organized under this
	chapter shall have a president and a secretary, who shall be
	chosen by the directors, and such other officers and agents as

- shall be prescribed by the bylaws of the corporation. Unless the articles of incorporation or bylaws otherwise provide, any two or more offices may be held by the same person and the offices of
- president, chief executive officer, and chairman of the board of
   directors may each be held by different persons.
  - 2. All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be provided in the bylaws, or, in the absence of such provision, as may be determined by resolution of the board of directors.
  - 3. Any act required or permitted by any of the provisions of this chapter to be done by the president of the corporation may be done instead by the chairman of the board of directors, if any, of the corporation if the chairman of the board has previously been designated by the board of directors or in the bylaws to be the chief executive officer of the corporation, or to have the powers of the chief executive officer coextensively with the president, and such designation has been filed in

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- writing with the secretary of state and such notice attested to
- by the secretary of the corporation."; and
- Further amend the title and enacting clause accordingly.

