IC 23-17-27

Chapter 27. Records and Reports

IC 23-17-27-1

Required records

Sec. 1. (a) A corporation shall keep as permanent records a record of the following:

(1) Minutes of meetings of the corporation's members and board of directors.

(2) A record of actions taken by the members or directors without a meeting.

(3) A record of actions taken by committees of the board of directors as authorized under IC 23-17-15-6(d).

(b) A corporation shall maintain appropriate accounting records.

(c) A corporation or the corporation's agent shall maintain a record of the corporation's members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

(d) A corporation shall maintain the corporation's records in written form or in another form capable of conversion into written form within a reasonable time.

(e) A corporation shall keep a copy of the following records at the corporation's principal office:

(1) The corporation's articles of incorporation or restated articles of incorporation and all amendments to the articles of incorporation currently in effect.

(2) The corporation's bylaws or restated bylaws and all amendments to the bylaws currently in effect.

(3) Resolutions adopted by the corporation's board of directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or a class or category of members.

(4) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years.

(5) Written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under section 6 of this chapter.

(6) A list of the names and business or home addresses of the corporation's current directors and officers.

(7) The corporation's most recent annual report delivered to the secretary of state under section 8 of this chapter.

(f) Except as otherwise provided in articles of incorporation or bylaws, ballots must be retained by a corporation until the earlier of the following:

(1) The date of the next annual meeting.

(2) One (1) year after the date the ballot was received.

As added by P.L.179-1991, SEC.1. Amended by P.L.110-2008, SEC.8.

IC 23-17-27-2

Member's right to inspect and copy records

Sec. 2. (a) Subject to subsection (e) and section 3(c) of this chapter, a member is entitled to inspect and copy, at a reasonable time and location specified by the corporation, the records of the corporation described in section 1(e) of this chapter if the member gives the corporation written notice or a written demand at least five (5) business days before the date on which the member desires to inspect and copy.

(b) Subject to subsection (e), a member may inspect and copy, at a reasonable time and reasonable location specified by the corporation, the following records of the corporation if the member meets the requirements of subsection (c) and gives the corporation written notice at least five (5) business days before the date on which the member desires to inspect and copy:

(1) Excerpts from records required to be maintained under section 1(a) of this chapter, to the extent not subject to inspection under subsection (a).

(2) Accounting records of the corporation.

(3) Subject to section 5 of this chapter, the membership list.

(c) A member may inspect and copy the records identified in subsection (b) only if the following conditions

exist:

(1) The member's demand is made in good faith and for a proper purpose.

(2) The member describes with reasonable particularity the purpose and the records the member desires to inspect.

(3) The records are directly connected with the purpose.

(d) This section does not affect the following:

(1) The rights of a member to inspect records under IC 23-17-11-1 or, if the member is in litigation with the corporation, to the same extent as any other litigant.

(2) The power of a court, independently of this article, to compel the production of corporate records for examination.

(e) The articles of incorporation or bylaws of a religious corporation may limit or abolish the right of a member under this section to inspect and copy a corporate record.

(f) The articles of incorporation of a corporation may limit or abolish the following:

(1) The right of a member to obtain from the corporation information as to the identity of contributors to the corporation.

(2) The right of a member or the member's agent or attorney to inspect or copy the membership list if the corporation provides a reasonable means to mail communications to other members through the corporation at the expense of the member making the request.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-3

Inspection by member's agent or attorney; copies; costs; list of members

Sec. 3. (a) A member's agent or attorney, if authorized in writing, epohas the same inspection and copying rights as the member the agent or attorney represents.

(b) The right to copy records under section 2 of this chapter includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

(c) A corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production or reproduction of the records.

(d) A corporation may comply with a member's demand to inspect the record of members under section 2(b)(3) of this chapter by providing the member with a list of the corporation's members that was compiled not earlier than the date of the member's demand.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-4

Court order for inspection and copying; payment of costs by corporation; restrictions on use of records

Sec. 4. (a) If a corporation does not allow a member who complies with section 2(a) of this chapter to inspect and copy records required under section 2(a) of this chapter to be available for inspection, the circuit court or superior court of the county where:

(1) the corporation's principal office is located; or

(2) if the principal office is not located in Indiana, the corporation's registered office is located;

may order inspection and copying of the records demanded at the corporation's expense upon application of the member.

(b) If a corporation does not within a reasonable time allow a member to inspect and copy any other record, a member who complies with section 2(b) and 2(c) of this chapter may apply to the circuit court or superior court of the county where:

(1) the corporation's principal office is located; or

(2) if the principal office is not located in Indiana, the corporation's registered office is located;

for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis.

(c) If the court orders inspection and copying of the records demanded, the court shall also order the corporation to pay the member's costs, including reasonable attorney's fees, incurred to obtain the order unless

the corporation proves that the corporation refused inspection in good faith because the corporation had a reasonable basis for doubt about the right of the member to inspect the records demanded.

(d) If the court orders inspection and copying of the records demanded, the court may impose reasonable restrictions on the use or distribution of the records by the demanding member.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-5

Membership list; use

Sec. 5. Without the consent of a board of directors, all or part of a membership list may not be obtained or used by a person for a purpose unrelated to a member's interest as a member. Without the consent of the board of directors, all or part of a membership list may not be:

(1) used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the corporation;

(2) used for a commercial purpose; or

(3) sold to or purchased by a person.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-6

Annual financial statements; furnishing to members

Sec. 6. (a) Except as provided in articles of incorporation or bylaws of a religious corporation, a corporation upon written demand from a member shall furnish the member the corporation's latest annual financial statements, which may be consolidated or combined statements of the corporation and the corporation's subsidiaries or affiliates, as appropriate, that include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

(b) If annual financial statements are reported upon by a certified public accountant, the accountant's report must accompany the statements. If annual financial statements are not reported upon by a certified public accountant, the statements must be accompanied by the statement of the president or the person responsible for the corporation's financial accounting records that does the following:

(1) States the president's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describes the basis of preparation.

(2) Describes any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-7

Indemnification or advance of expenses to director; report to members

Sec. 7. If a corporation indemnifies or advances expenses to a director under IC 23-17-16-1 through IC 23-17-16-11 in connection with a proceeding by or in the right of the corporation, the corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

As added by P.L.179-1991, SEC.1.

IC 23-17-27-8

Annual report; requirements

Sec. 8. (a) An annual report accompanied by the filing fee must be filed with the secretary of state by all nonprofit domestic and foreign corporations incorporated under this article or a previous statute. However, this section does not apply to a corporation that is already required to file an annual report with the secretary of state.

(b) A domestic corporation and each foreign corporation authorized to transact business in Indiana shall deliver to the secretary of state an annual report on a form prescribed and furnished by the secretary of state that sets forth the following:

(1) The name of the corporation and the state or country under whose law the corporation is incorporated.

(2) The street address of the corporation's registered office and the name of the corporation's registered agent at the office in Indiana.

(3) The address of the corporation's principal office.

(4) The names and business or residence addresses of the corporation's directors, secretary, and highest executive officer.

(c) The information in the annual report must be current on the date the annual report is executed on behalf of the corporation.

(d) The first annual report must be delivered to the secretary of state in the year following the year in which a domestic corporation was incorporated or a foreign corporation was authorized to transact business. The report is due during the same month as the month in which the corporation was incorporated or authorized to transact business. Subsequent annual reports must be delivered to the secretary of state during that same month in the following years. The secretary of state may accept annual reports during the two (2) months before the month that the corporation was incorporated or authorized to transact business.

(e) If an annual report does not contain the information required by this section, the secretary of state shall promptly notify the reporting domestic or foreign corporation in writing and return the report to the corporation for correction. If the report is corrected to contain the information required by this section and delivered to the secretary of state within thirty (30) days after the effective date of notice, the report is considered to be timely filed.

(f) The secretary of state may mail the annual report form to an address shown for the corporation on the last annual report filed with the secretary of state. The failure of the corporation to receive the annual report form from the secretary of state does not relieve the corporation of the corporation's duty to deliver an annual report to the office as required by this section.

(g) A domestic or foreign corporation may deliver to the secretary of state for filing an amendment to the annual report if a change in the information set forth in the annual report occurs after the report is delivered to the secretary of state's office for filing and before the next due date. This subsection applies only to a change that is not required to be made by an amendment to the articles of incorporation. The amendment to the annual report must set forth the following:

(1) The name of the corporation as shown on the records of the secretary of state's office.

(2) The information as changed.

As added by P.L.179-1991, SEC.1. Amended by P.L.96-1993, SEC.15; P.L.11-1996, SEC.24.