BUSINESS ORGANIZATIONS CODE

TITLE 1. GENERAL PROVISIONS

CHAPTER 6. MEETINGS AND VOTING FOR DOMESTIC ENTITIES

SUBCHAPTER A. MEETINGS

Sec. 6.001. LOCATION OF MEETINGS. (a) Meetings of the owners or members of a domestic entity may be held at locations in or outside the state as:

(1) provided by or fixed in accordance with the governing documents of the domestic entity; or

(2) agreed to by all persons entitled to notice of the meeting.

(b) If the location of meetings of the owners or members of the entity is not established under Subsection (a), the owners or members may hold meetings only at the registered office of the entity in this state or the principal office of the entity.

(c) The governing persons of a domestic entity, or a committee of the governing persons, may hold meetings in or outside the state as:

(1) provided by or fixed in accordance with:

(A) the governing documents of the domestic entity; or

(B) the person calling the meeting; or

(2) agreed to by all persons entitled to notice of the meeting.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 6.002. ALTERNATIVE FORMS OF MEETINGS. (a) Subject to this code and the governing documents of a domestic entity, the owners, members, or governing persons of the entity, or a committee of the owners, members, or governing persons, may hold meetings by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons

participating in the meeting.

(b) If voting is to take place at the meeting, the entity must:

(1) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and

(2) keep a record of any vote or other action taken.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 6.003. PARTICIPATION CONSTITUTES PRESENCE. A person participating in a meeting is considered present at the meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

SUBCHAPTER B. NOTICE OF MEETINGS

Sec. 6.051. GENERAL NOTICE REQUIREMENTS. (a) Subject to this code and the governing documents of the entity, notice of a meeting of the owners, members, or governing persons of a domestic entity, or a committee of the owners, members, or governing persons, must:

(1) be given in the manner determined by the governing authority of the entity; and

(2) state the date and time of the meeting and:

(A) if the meeting is not held solely by using a conference telephone or other communications system authorized by Section 6.002, the location of the meeting; or

(B) if the meeting is held solely or in part by using a conference telephone or other communications system authorized by Section 6.002, the form of communications system to be used for the meeting and the means of accessing the communications system.

(b) Subject to this code and the governing documents of a domestic entity, notice of a meeting that is:

(1) mailed is considered to be given on the date notice

is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the ownership or membership records of the entity; and

(2) transmitted by facsimile or electronic message is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or an electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

(c) When a notice is required or permitted by this code or the governing documents of a domestic entity to be given to an owner, member, or governing person of the domestic entity, a document enclosed with, or annexed or appended to, the notice is considered part of the notice for the purpose of determining whether notice was properly given under this code and the governing documents.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2005, 79th Leg., Ch. 64 (H.B. 1319), Sec. 16, eff. January 1, 2006.

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 30, eff. September 1, 2007.

Acts 2025, 89th Leg., R.S., Ch. 199 (S.B. 2411), Sec. 14, eff. September 1, 2025.

Sec. 6.052. WAIVER OF NOTICE. (a) Notice of a meeting is not required to be given to an owner, member, or governing person of a domestic entity, or a member of a committee of the owners, members, or governing persons, entitled to notice under this code or the governing documents of the entity if the person entitled to notice signs a written waiver of notice of the meeting, regardless of whether the waiver is signed before or after the time of the meeting.

(b) If a person entitled to notice of a meeting participates in or attends the meeting, the person's participation or attendance constitutes a waiver of notice of the meeting unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the

meeting was not lawfully called or convened.

(c) Unless required by the certificate of formation or the governing documents, the business to be transacted at a meeting of the owners, members, or governing persons of a domestic entity, or the members of a committee of the governing persons, or the purpose of such a meeting, is not required to be specified in a written waiver of notice of the meeting.

(d) The participation or attendance at a meeting of a person entitled to notice of the meeting constitutes a waiver by the person of notice of a particular matter at the meeting that is not included in the purposes or business of the meeting described in the notice unless the person objects to considering the matter when it is presented.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2005, 79th Leg., Ch. 64 (H.B. 1319), Sec. 17, eff. January 1, 2006.

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. 1442), Sec. 7, eff. September 1, 2009.

Sec. 6.053. EXCEPTION. (a) Notice of a meeting is not required to be given to an owner or member of a filing entity entitled to notice under this code or the governing documents of the entity if either of the following is mailed to the person entitled to notice of the meeting to the person's address as it appears on the ownership or membership transfer records of the entity and is returned undeliverable:

(1) notice of two consecutive annual meetings and notice of any meeting held during the period between the two annual meetings; or

(2) all, but in no event less than two, payments of distribution or interest on securities during a 12-month period if the payments are sent by first class mail.

(b) Notice of a meeting is not required to be given to an owner or member entitled to notice under this code or the governing documents of a filing entity the notice requirements of which are subject to the Securities Exchange Act of 1934, as amended (15

U.S.C. Section 78a et seq.), if the person entitled to notice of the meeting is considered a lost security holder under that Act and the regulations adopted under that Act.

(c) An action taken or a meeting held without giving notice to a person not entitled to notice under this section has the same force and effect as if notice had been given to the person.

(d) A certificate or other document filed with the filing officer as a result of a meeting held or an action taken by a filing entity without giving notice of the meeting or action to a person not entitled to notice under this section may state that notice of the meeting or action was given to each person entitled to notice.

(e) Notice of a meeting must be given to a person not entitled to notice of the meeting under this section if the person delivers to the filing entity a written notice of the person's address.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 31, eff. September 1, 2007.

SUBCHAPTER C. RECORD DATES

Sec. 6.101. RECORD DATE FOR PURPOSE OTHER THAN WRITTEN CONSENT TO ACTION. (a) Subject to this code, the governing documents of a domestic entity may provide the record date, or the manner of determining the record date, for:

(1) determining the owners or members of the entity entitled to:

(A) receive notice of a meeting of the owners or members;

(B) vote at a meeting of the owners or members or at any adjournment of a meeting; or

(C) receive a distribution from the entity other than a distribution involving a purchase or redemption by the entity of the entity's own securities; or

(2) any other proper purpose other than for determining the owners or members entitled to consent to action

without a meeting of the owners or members.

(b) Subject to this code and the governing documents of a domestic entity, the governing authority of the entity, in advance, may provide a record date for determining the owners or members of the entity, except that the date may not be earlier than the 60th day before the date the action requiring the determination of owners or members is originally to be taken.

(c) Subject to this code and the governing documents of a domestic entity, the governing authority of the entity may provide for the closing of the ownership or membership transfer records of the entity for a period of not longer than 60 days to determine the owners or members of the entity for a purpose described by Subsection (a).

(d) If the owners or members of a domestic entity are not otherwise determined under this section, the record date for determining the owners or members of a domestic entity is the date on which:

(1) notice of the meeting is given to the owners or members entitled to notice of the meeting; or

(2) with respect to a distribution, other than a distribution involving a purchase or redemption by the domestic entity of any of its own securities, the governing authority adopts the resolution declaring the distribution.

(e) The record date for a meeting applies to any adjournment of the meeting unless:

(1) the owners or members entitled to vote are determined under Subsection (c); and

(2) the period during which the transfer records are closed expires.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 32, eff. September 1, 2007.

Acts 2011, 82nd Leg., R.S., Ch. 139 (S.B. 748), Sec. 2, eff. September 1, 2011.

Sec. 6.102. RECORD DATE FOR WRITTEN CONSENT TO ACTION. (a)

Subject to this code and the governing documents of a domestic entity, the governing authority of the domestic entity may provide the record date for determining the owners or members of the domestic entity entitled to written consent to action without a meeting of the owners or members unless a record date is provided under Section 6.101 for that action. The record date may not be earlier than the date the governing authority adopts the resolution providing for the record date.

(b) Subject to this code and the governing documents of a domestic entity, the record date for determining the owners or members of the domestic entity entitled to written consent to action without a meeting of the owners or members is the date a signed written consent to action stating the action taken or proposed to be taken is first delivered to the domestic entity if:

(1) the governing authority of the domestic entity does not provide a record date under Subsection (a); and

(2) prior action by the governing authority is not required under this code.

(c) Subject to this code or the governing documents of a domestic entity, the record date for determining the owners or members of the domestic entity entitled to written consent to action without a meeting of the owners or members is at the close of business on the date the governing authority of the domestic entity adopts a resolution taking prior action if:

(1) the governing authority does not provide a record date under Subsection (a); and

(2) prior action by the governing authority is required by this code.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 33, eff. September 1, 2007.

Sec. 6.103. RECORD DATE FOR SUSPENDED DISTRIBUTIONS. (a) In this section, "distribution" includes a distribution that:

(1) was payable to an owner or member but not paid and was held in suspension by the entity making the distribution; or

(2) is paid or delivered by the entity making the distribution into an escrow account or to a trustee or custodian.

(b) A distribution made by a domestic entity shall be payable by the entity, or an escrow agent, trustee, or custodian of the distribution, to the owner or member determined on the record date for the distribution as provided by this subchapter.

(c) The right to a distribution under this section may be transferred by contract, by operation of law, or under the laws of descent and distribution.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

SUBCHAPTER D. VOTING OF OWNERSHIP INTERESTS

Sec. 6.151. MANNER OF VOTING OF INTERESTS. Subject to the title governing the domestic entity, voting of interests of a domestic entity must be conducted in the manner provided by the governing documents of the entity.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 6.152. VOTING OF INTERESTS OWNED BY ENTITY. (a) Except as provided by Subsection (b), an ownership interest owned by the domestic entity that is the issuer of the interest, or by its direct or indirect subsidiary, may not be:

(1) directly or indirectly voted at a meeting; or

(2) included in determining at any time the total number of outstanding ownership interests of the domestic entity.

(b) This section does not preclude a domestic or foreign entity from voting an ownership interest, including an interest in the entity, held or controlled by the entity in a fiduciary capacity or for which the entity otherwise exercises voting power in a fiduciary capacity.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 34, eff. September 1, 2007.

Sec. 6.153. VOTING OF INTERESTS OWNED BY ANOTHER ENTITY. An

ownership interest in a domestic entity owned by another entity, whether a domestic or foreign entity, may be voted by the officer, agent, or proxy as authorized by:

(1) the governing documents of the entity that owns the interest; or

(2) the governing authority of the entity that owns the interest, if the governing documents do not provide for the manner of voting.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 35, eff. September 1, 2007.

Sec. 6.154. VOTING OF INTERESTS IN AN ESTATE OR TRUST. (a) An administrator, executor, guardian, or conservator of an estate who holds an ownership interest as part of the estate may vote the interest, in person or by proxy, without transferring the interest into the person's name.

(b) An ownership interest in the name of a trust may be voted in person or by proxy by:

(1) the trustee; or

(2) a person authorized to act on behalf of the trust by the trust agreement or the trustee.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 36, eff. September 1, 2007.

Sec. 6.155. VOTING OF INTERESTS BY RECEIVER. (a) A receiver may vote an ownership interest standing in the name of the receiver.

(b) A receiver may vote an ownership interest held by or under the control of the receiver without transferring the interest into the receiver's name if the court appointing the receiver authorizes the receiver to vote the interest.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 6.156. VOTING OF PLEDGED INTERESTS. A pledged ownership interest may be voted by:

(1) the owner of the pledged interest until the interest is transferred into the pledgee's name; and

(2) the pledgee after the pledged interest is transferred into the pledgee's name.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 6.157. VOTING OF JOINTLY HELD OWNERSHIP INTERESTS. (a) In this section, "jointly held ownership interest" means:

(1) an ownership interest that is held of record in the names of two or more persons, whether fiduciaries, joint tenants, tenants in common, or otherwise; or

(2) an ownership interest for which two or more persons have the right to vote the interest under Section 6.154.

(b) A jointly held ownership interest may be voted by:

(1) for a jointly held ownership interest as defined by Subsection (a)(1), any one of the record owners; or

(2) for a jointly held ownership interest as defined by Subsection (a)(2), any one of the persons having the right to vote the interest, as described by Section 6.154.

(c) If a jointly held ownership interest is voted by more than one person as described by Subsection (b), the act of a majority of the persons voting binds all of the record owners or persons having the right to vote the interest.

(d) If a jointly held ownership interest is voted by more than one person as described by Subsection (b), and the votes of the persons are evenly split on any particular matter, each faction may vote the interest proportionately.

(e) Subsection (b), (c), or (d) does not apply if the secretary or other person tabulating votes on the entity's behalf has a good faith belief, based on written information the person received regarding rights or obligations with respect to voting the jointly held ownership interest, that reliance on Subsection (b), (c), or (d), as applicable, is unwarranted.

Added by Acts 2017, 85th Leg., R.S., Ch. 75 (S.B. 1518), Sec. 3, eff. September 1, 2017.

SUBCHAPTER E. ACTION BY WRITTEN CONSENT

Sec. 6.201. UNANIMOUS WRITTEN CONSENT TO ACTION. (a) This section applies to any action required or authorized to be taken under this code or the governing documents of a filing entity at an annual or special meeting of the owners or members of the entity or at a regular, special, or other meeting of the governing authority of the entity or a committee of the governing authority.

(b) The owners or members or the governing authority of a filing entity, or a committee of the governing authority, may take action without holding a meeting, providing notice, or taking a vote if each person entitled to vote on the action signs a written consent or consents stating the action taken. Except as provided by this section, the written consent or consents take effect when signed by all persons entitled to vote on the action.

(b-1) By a provision in the written consent or consents or by a written instruction to an agent of the filing entity by one or more persons granting the written consent or consents, a written consent or consents may be made to take effect at a future time, which must be not later than the 60th day after the date all persons entitled to vote on the action have signed the consent or consents. If a written consent or consents described by this subsection are to take effect at a future time, all of the written consents take effect at that future effective time.

(b-2) If two or more of the written consents described by Subsection (b-1) have different future effective times, the latest future effective time of those consents applies to all of the consents. The written consent or consents are considered to have been given at the applicable effective time so long as all of the persons entitled to vote on the action, which is determined as of that effective time or, if applicable, the record date established under Section 6.102, have:

(1) signed the consent or consents; and

(2) not revoked their consent or consents before the applicable effective time.

(b-3) By a provision in the written consent or by a written

instruction to an agent of the filing entity, a person signing a written consent may provide that the person's consent is to take effect at a future time, which must be not later than the 60th day after the date all persons entitled to vote on the action have signed the consent or consents. The person's written consent is considered to have been given at the later of that future effective time or a later effective time determined under Subsection (b-1) or (b-2), so long as the person:

(1) is entitled to vote on the action subject to the consent, which is determined as of the applicable effective time or, if applicable, the record date established under Section 6.102; and

(2) did not revoke the consent before the applicable effective time.

(b-4) A person signing a written consent may revoke the person's consent any time before the applicable effective time of the consent.

(b-5) For purposes of this section, a "future time" includes a time that is determined on the happening of an event.

(c) A written consent described by Subsection (b) has the same effect as a unanimous vote at a meeting.

(d) A filing instrument filed with the filing officer may state that an action approved by written consent or consents has the effect of an approval by a unanimous vote at a meeting.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2021, 87th Leg., R.S., Ch. 39 (S.B. 1203), Sec. 11, eff. September 1, 2021.

Acts 2023, 88th Leg., R.S., Ch. 27 (S.B. 1514), Sec. 8, eff. September 1, 2023.

Sec. 6.202. ACTION BY LESS THAN UNANIMOUS WRITTEN CONSENT. (a) This section applies to any action required or authorized to be taken under this code or the governing documents of a filing entity at an annual or special meeting of the owners or members of the entity.

(b) Except as provided by this code, the certificate of

formation of a filing entity may authorize the owners or members of the entity to take action without holding a meeting, providing prior notice, or taking a vote if owners or members of the entity having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting, in which each owner or member entitled to vote on the action is present and votes, sign a written consent or consents stating the action taken.

(c) A written consent or consents described by Subsection (b) must include:

(1) the date each owner or member signed the consent; and

(2) the date of signing of the latest dated consent satisfying the minimum number of owners or members necessary to approve the action that is the subject of the consent.

(c-1) The date described by Subsection (c)(2) must be not later than the 60th day after the date of the signing of the earliest dated consent of the owners or members signing the consent or consents. If a consent does not contain the date that an owner or member signed the consent, the date that the owner or member signed the consent is considered to be the date that the consent is received by the filing entity. A written consent or consents described by Subsection (b) that are not solicited by or on behalf of a filing entity or the filing entity's governing authority must be delivered to the entity as required by Section 6.203 to take effect.

(c-2) By a provision in the written consent or consents or by a written instruction to an agent of the filing entity from one or more persons granting the written consent or consents, a written consent or consents described by Subsection (b) may be made to take effect at a future time, which must be not later than the 60th day after the date the last of the minimum number of owners or members necessary to sign the consent or consents as required by Subsection (b) have signed the consent or consents. If the written consent or consents described by this subsection are to take effect at a future time, all of the written consent or consents take effect at that future effective time.

(c-3) If two or more of the written consents described by Subsection (c-2) have different future effective times, the latest future effective time of those consents applies to all of the consents. The written consent or consents are considered to have been given for purposes of this section at the applicable effective time so long as owners or members satisfying the minimum requirements in Subsection (b):

(1) are determined to be owners or members, as applicable, as of:

(A) that effective time; or

(B) if applicable, the record date established under Section 6.102; and

(2) have signed and not revoked the consent or consents at any time before the applicable effective time of the consent or consents.

(c-4) By a provision in the written consent or by a written instruction to an agent of the filing entity, an owner or member of a filing entity signing a written consent described by Subsection (b) may provide that the owner's or member's consent is to take effect at a future time, which must be not later than the 60th day after the date on which the consent is signed by the last of the minimum number of owners or members of the entity necessary to sign the consent or consents as required by Subsection (b). The owner's or member's consent is considered to have been given for purposes of this section at the later of that future effective time or a later effective time determined under Subsection (c-3) so long as:

(1) the person is an owner or member, as applicable, as of:

(A) the applicable effective time; or

(B) if applicable, the record date established under Section 6.102; and

(2) the owner or member did not revoke the consent at any time before the applicable effective time of the consent.

(d) The entity shall promptly provide notice to each person who is an owner or member as of the record date for the action, as determined by Section 6.102, who did not sign a consent described by Subsection (b) of the action that is the subject of the

consent. The notice required by this subsection:

(1) in addition to other information required by applicable law, must contain a reasonable description of the action that is the subject of the consent; and

(2) may, instead of containing the complete notice, include information directing the owner or member to a publicly available electronic resource at which a reasonable description of the action that is the subject of the consent and any other information required by applicable law may be accessed by the owner or member without subscription or cost.

(e) An owner or member of a filing entity signing a written consent may revoke the owner's or member's consent at any time before the applicable effective time of the consent.

(f) For purposes of this section, a "future time" includes a time that is determined on the happening of an event.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2021, 87th Leg., R.S., Ch. 39 (S.B. 1203), Sec. 12, eff. September 1, 2021.

Acts 2023, 88th Leg., R.S., Ch. 27 (S.B. 1514), Sec. 9, eff. September 1, 2023.

Acts 2025, 89th Leg., R.S., Ch. 199 (S.B. 2411), Sec. 15, eff. September 1, 2025.

Sec. 6.203. DELIVERY OF LESS THAN UNANIMOUS WRITTEN CONSENT. (a) A written consent signed by an owner or member of a filing entity as provided by Section 6.202, if the consent is not solicited on behalf of the entity or its governing authority, must be delivered by hand or certified or registered mail, return receipt requested, or by other means specified in the governing documents, to:

(1) the entity's registered office or principal executive office or place of business; or

(2) the managerial official or agent of the entity having custody of the entity's records of meetings of owners or members.

(b) A consent delivered to an entity's principal executive

office or place of business under Subsection (a)(1) must be addressed to the chief managerial official of the entity or, if the entity does not have a chief managerial official, the governing authority of the entity.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 6.204. ADVANCE NOTICE NOT REQUIRED. Any advance notice required by this code for an action to be taken at a meeting is not required to be given to take the action by written consent as provided by this subchapter.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 37, eff. September 1, 2007.

Sec. 6.205. REPRODUCTION OR ELECTRONIC TRANSMISSION OF CONSENT. (a) Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by an owner, member, or governing person of a filing entity may be substituted or used instead of the original writing for any purpose for which the original writing could be used.

(b) Except as otherwise provided by an entity's governing documents, an electronic transmission of a consent by an owner, member, or governing person to the taking of an action by the entity is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined:

(1) that the electronic transmission was transmitted by or on behalf of the owner, member, or governing person; and

(2) the date on which the electronic transmission was transmitted by or on behalf of the owner, member, or governing person.

(c) Unless the consent is otherwise dated, the date specified in Subsection (b)(2) is the date on which the consent is considered signed.

Added by Acts 2005, 79th Leg., Ch. 64 (H.B. 1319), Sec. 18, eff. January 1, 2006.

Amended by:

Acts 2009, 81st Leg., R.S., Ch. 84 (S.B. 1442), Sec. 8, eff. September 1, 2009.

Acts 2011, 82nd Leg., R.S., Ch. 139 (S.B. 748), Sec. 3, eff. September 1, 2011.

Acts 2019, 86th Leg., R.S., Ch. 658 (S.B. 1859), Sec. 7, eff. September 1, 2019.

SUBCHAPTER F. VOTING TRUSTS AND VOTING AGREEMENTS

Sec. 6.251. VOTING TRUSTS. (a) Except as provided by this code or the governing documents, any number of owners of a domestic entity may enter into a written voting trust agreement to confer on a trustee the right to vote or otherwise represent ownership or membership interests of the domestic entity.

(b) An ownership or membership interest that is the subject of a voting trust agreement described by Subsection (a) shall be transferred to the trustee named in the agreement for purposes of the agreement.

(c) A copy of a voting trust agreement described by Subsection (a) shall be deposited with the domestic entity at the domestic entity's principal executive office or registered office and is subject to examination by:

(1) an owner, whether in person or by the owner's agent or attorney, in the same manner as the owner is entitled to examine the books and records of the domestic entity; and

(2) a holder of a beneficial interest in the voting trust, whether in person or by the holder's agent or attorney, at any reasonable time for any proper purpose.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 38, eff. September 1, 2007.

Sec. 6.252. VOTING AGREEMENTS. (a) Except as provided by this code or the governing documents, any number of owners of a domestic entity, or any number of owners of the domestic entity and the domestic entity itself, may enter into a written voting

agreement that is not set forth in the domestic entity's governing documents to provide the manner of voting of the ownership interests of the domestic entity. A voting agreement entered into under this subsection is not part of the governing documents of the domestic entity.

(b) A copy of a voting agreement entered into under Subsection (a):

(1) may be deposited with the domestic entity at the domestic entity's principal executive office or registered office; and

(2) if deposited as provided by Subdivision (1), is subject to examination by an owner, whether in person or by the owner's agent or attorney, in the same manner as the owner is entitled to examine the books and records of the domestic entity.

(c) A voting agreement entered into under Subsection (a) is specifically enforceable against the owner of an ownership interest that is the subject of the agreement if the owner executes the voting agreement or acknowledges in writing that the owner or the ownership interest is bound by the agreement.

(c-1) A voting agreement entered into under Subsection (a) is specifically enforceable against any subsequent owner of the ownership interest subject to the voting agreement if the subsequent owner:

(1) has notice or actual knowledge of the voting agreement at or before the time of transfer to the subsequent owner;

(2) is not a transferee for value and receives notice or obtains actual knowledge of the voting agreement; or

(3) acknowledges in writing that the subsequent owner or the ownership interest is bound by the voting agreement.

(c-2) A subsequent owner is considered to have notice of a voting agreement for purposes of Subsection (c-1)(1) if, at the time of transfer, the existence of the voting agreement is noted conspicuously on any certificate representing the ownership interest held by the transferor owner. The notice described by this subsection is not the exclusive method by which notice of the voting agreement may be received by a subsequent owner for purposes of Subsection (c-1)(1).

(c-3) A voting agreement that becomes specifically enforceable against a subsequent owner under Subsection (c-1)(2) is specifically enforceable from the time the subsequent owner first receives notice or obtains actual knowledge of the voting agreement.

(c-4) A voting agreement that becomes specifically enforceable against a subsequent owner under Subsection (c-1)(3) is specifically enforceable from the time of the written acknowledgment by the subsequent owner.

(d) Repealed by Acts 2019, 86th Leg., R.S., Ch. 665 (S.B. 1971), Sec. 20, eff. September 1, 2019.

(e) Repealed by Acts 2019, 86th Leg., R.S., Ch. 665 (S.B. 1971), Sec. 20, eff. September 1, 2019.

(f) Section 6.251 does not apply to a voting agreement entered into under Subsection (a).

(g) This section does not impair the right of the domestic entity to treat an owner of record as entitled to vote the ownership interest standing in the owner's name or to accept that owner's vote of the ownership interest.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Amended by:

Acts 2007, 80th Leg., R.S., Ch. 688 (H.B. 1737), Sec. 39, eff. September 1, 2007.

Acts 2019, 86th Leg., R.S., Ch. 665 (S.B. 1971), Sec. 1, eff. September 1, 2019.

Acts 2019, 86th Leg., R.S., Ch. 665 (S.B. 1971), Sec. 20, eff. September 1, 2019.

SUBCHAPTER G. APPLICABILITY OF CHAPTER

Sec. 6.301. APPLICABILITY OF CHAPTER TO PARTNERSHIPS. This chapter does not apply to a general partnership or a limited partnership except to the extent its governing documents specify.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.

Sec. 6.302. APPLICABILITY OF SUBCHAPTERS C AND D TO LIMITED

LIABILITY COMPANIES. Subchapters C and D do not apply to a limited liability company except to the extent its governing documents specify.

Acts 2003, 78th Leg., ch. 182, Sec. 1, eff. Jan. 1, 2006.