

IC 23-17-2

Chapter 2. Definitions

IC 23-17-2-1

Application of chapter

Sec. 1. The definitions in this chapter apply throughout this article.

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

IC 23-17-2-2

"Approved by the members"

Sec. 2. "Approved by the members" means the votes cast favoring an action exceed the votes cast opposing the action:

- (1) at a duly held meeting at which a quorum is present; or
- (2) by a written ballot or written consent in conformity with this article unless this article, articles of incorporation, or bylaws requires a greater number of affirmative votes.

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

IC 23-17-2-3

"Articles of incorporation"

Sec. 3. "Articles of incorporation" includes amended and restated articles of incorporation, articles of merger, and articles of acceptance.

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

IC 23-17-2-4

"Board of directors"

Sec. 4. (a) "Board of directors" means the person or group of persons vested with overall management of the affairs of the domestic or foreign corporation.

(b) The term does not include a person or group of persons because of powers delegated to the person or group under IC 23-17-12-1.

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

IC 23-17-2-5

"Bylaws"

Sec. 5. "Bylaws" means a code of rules, other than articles of incorporation, adopted under this article for the regulation or management of the affairs of a domestic or foreign corporation.

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

IC 23-17-2-6

"Class"

Sec. 6. "Class" means a group of memberships that have the same rights with respect to voting, dissolution, redemption, and transfer.

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

IC 23-17-2-7

"Corporation"

Sec. 7. (a) "Corporation" means a public benefit, mutual benefit, or religious corporation incorporated under or subject to this article.

(b) The term does not include a foreign corporation.

(c) For purposes of IC 23-17-24, the term does not include a homeowners association (as defined in IC 34-6-2-58).

As added by P.L.179-1991, SEC.1. Amended by P.L.245-2005, SEC.3.

IC 23-17-2-8

"Delegate"

Sec. 8. "Delegate" means a person elected or appointed to vote in a representative assembly for the election of a director or on other matters.

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

IC 23-17-2-9

"Director"

Sec. 9. "Director" means an individual designated in articles of incorporation or bylaws, elected by the incorporators or otherwise elected or appointed, to act as a member of a board of directors.

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

IC 23-17-2-10

"Distribution"

Sec. 10. (a) "Distribution" means a direct or an indirect transfer of money or other property or incurrence or transfer of indebtedness by a corporation to or for the benefit of a person.

(b) The term includes a dividend and a purchase, redemption, or other acquisition of memberships.

(c) The term does not include payment of reasonable value for property received or services performed or payment of reasonable benefits in furtherance of the corporation's purposes.

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

IC 23-17-2-11

"Domestic corporation"

Sec. 11. (a) "Domestic corporation" means a public benefit, mutual benefit, or religious corporation incorporated under or subject to this article.

(b) The term does not include a foreign corporation.

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

IC 23-17-2-12

"Entity"

Sec. 12. "Entity" includes the following:

- (1) A domestic corporation or a foreign corporation.
- (2) A corporation incorporated under IC 23-1 or a foreign corporation admitted to do business under IC 23-1.
- (3) A corporation incorporated under any other statute.

- (4) A for-profit or nonprofit unincorporated association.
- (5) A corporation sole.
- (6) A business trust, an estate, a partnership, a trust, and at least two (2) persons having a joint or common economic interest.
- (7) A state, the United States, or a foreign government.
- (8) A limited liability company or a foreign limited liability company.

As added by P.L.179-1991, SEC.1. Amended by P.L.8-1993, SEC.331.

IC 23-17-2-13

"Foreign corporation"

Sec. 13. "Foreign corporation" means a corporation incorporated as a nonprofit corporation under a law other than an Indiana law.

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

IC 23-17-2-14

"Governmental subdivision"

Sec. 14. "Governmental subdivision" includes authority, county, district, and municipality.

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

IC 23-17-2-15

"Individual"

Sec. 15. "Individual" means a natural person. The term includes the estate of an incompetent or a deceased individual.

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

IC 23-17-2-16

"Mail"

Sec. 16. "Mail" means either of the following:

- (1) First class, certified, or registered United States mail, postage prepaid.
- (2) Private carrier service, fees prepaid or billed to the sender.

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

IC 23-17-2-17

"Member"

Sec. 17. (a) "Member" means a person who, on more than one (1) occasion, has the right to vote for the election of a director under a corporation's articles of incorporation or bylaws.

(b) A person is not a member because of any of the following:

- (1) Any rights the person has as a delegate.
- (2) Any rights the person has to designate a director.
- (3) Any rights the person has as a director.

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

IC 23-17-2-18

"Membership"

Sec. 18. "Membership" means the rights and obligations a

member has under a corporation's articles of incorporation, bylaws, and this article.

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

IC 23-17-2-19

"Mutual benefit corporation"

Sec. 19. "Mutual benefit corporation" means a domestic corporation that:

- (1) is formed as a mutual benefit corporation under this title;
- (2) is designated a mutual benefit corporation by another law;
- or
- (3) is not a public benefit corporation or religious corporation.

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

IC 23-17-2-20

"Person"

Sec. 20. "Person" means an individual or entity.

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

IC 23-17-2-21

"Principal office"

Sec. 21. "Principal office" means the office, inside or outside of Indiana, designated in an annual report filed under IC 23-17-27-8 where the principal offices of a domestic or foreign corporation are located.

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

IC 23-17-2-22

"Proceeding"

Sec. 22. "Proceeding" includes a civil suit and a criminal, an administrative, and an investigatory action.

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

IC 23-17-2-23

"Public benefit corporation"

Sec. 23. "Public benefit corporation" means a domestic corporation that is the following:

- (1) Either:
 - (A) formed as a public benefit corporation under this title;
 - (B) designated as a public benefit corporation by another law;
 - (C) recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986; or
 - (D) otherwise organized for a public or charitable purpose, including a veterans organization or a post, a unit, or an auxiliary of the veterans organization, that is chartered by a federal statute for patriotic, public, or charitable purposes and recognized as tax exempt under Section 501(c)(4) or Section 501(c)(19) of the Internal Revenue Code.
- (2) Restricted so that on dissolution the corporation must

distribute the corporation's assets to an organization organized for a public or charitable purpose, a religious corporation, the United States, a state, or a person that is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986.

(3) Not a religious corporation.

As added by P.L.179-1991, SEC.1. Amended by P.L.96-1993, SEC.5.

IC 23-17-2-24

"Record date"

Sec. 24. "Record date" means the date established under this title on which a corporation determines the identity of the corporation's members for the purposes of this article.

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

IC 23-17-2-25

"Religious corporation"

Sec. 25. "Religious corporation" means a domestic corporation that is:

- (1) formed as a religious corporation under this title;
- (2) designated a religious corporation by another law; or
- (3) organized primarily or exclusively for religious purposes.

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

IC 23-17-2-26

"Secretary"

Sec. 26. "Secretary" means the corporate officer to whom a board of directors has delegated responsibility under IC 23-17-14-1(b) for:

- (1) custody of the minutes of the meetings of a board of directors and members; and
- (2) authenticating the records;

of a corporation.

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

IC 23-17-2-27

"Vote", "voting", or "casting a vote"

Sec. 27. (a) "Vote" includes authorization by written ballot, and "voting" or "casting a vote" includes the giving of written consent.

(b) Even if a person entitled to vote characterizes the conduct as voting or casting a vote, the term does not include:

- (1) recording the fact of abstention or failing to vote for a candidate; or
- (2) approving or disapproving of a matter.

As added by P.L.179-1991, SEC.1. Amended by P.L.110-2008, SEC.3.

IC 23-17-2-28

"Voting power"

Sec. 28. (a) "Voting power" means the total number of votes entitled to be cast for the election of directors at the time the determination of voting power is made.

(b) The term does not include a vote that is contingent upon the happening of a condition or an event that has not occurred at the time. If a class is entitled to vote as a class for directors, the determination of voting power of the class shall be based on the percentage of the number of directors the class is entitled to elect out of the total number of authorized directors.

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