

# Foreword

This is the third edition of the *Handbook for the Conduct of Shareholders' Meetings*. The first edition was published in 2000 and the second in 2010. The purpose of the *Handbook* is to provide concise and practical guidance on organizing and conducting shareholders' meetings for management, shareholders, and counsel of both public and private corporations. The focus is primarily on state law. Accordingly, the *Handbook* includes appropriate references and citations to the Model Business Corporation Act (authored and continuously reviewed by the Corporate Laws Committee and adopted substantially in its entirety by more than thirty states and in important respects by many other states), the Official Comment to the Act, and to the corporation statutes and case law of Delaware and other jurisdictions. Federal securities law and stock exchange regulations are referred to as appropriate.

This third edition includes expanded discussion of the forms of share ownership and processes for voting; effects of abstentions and broker nonvotes; guidance on virtual and hybrid meetings; and information on the role, influence, and voting policies of proxy advisors.

Also, for the first time, this third edition includes a Canadian supplement, which provides guidance and information on the conduct of shareholders' meetings of corporations chartered under the Canada Business Corporation Act or one of the provincial corporation statutes. Another change from prior editions is the list of commonly used terms at the front of the *Handbook* in place of defining terms in the body of the *Handbook*.

Of particular value are the appendices containing comprehensive and useful sample planning checklists, agendas, flow charts, and forms of board resolutions and other documents frequently used in connection with annual meetings. For ease of use and implementation, checklists, agendas, flow charts, forms, and other documents may be downloaded and customized for your practice needs.

Inevitably, this third edition refers to the impact of the worldwide COVID-19 pandemic on annual shareholders' meetings. Where the *Handbook* cites to the latest supplements to the various state statutes intended to address the effects of the pandemic, we can expect that these supplements will necessarily change each year and the statutes themselves may be amended.

This third edition of the *Handbook* has been produced by a task force of the Corporate Laws Committee, with contributions by the Corporate Governance Committee, of the Business Law Section of the American Bar Association.

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Respectfully submitted,

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