

Telecommunications equipment has been so improved that conference calls can be speedily arranged whenever there is need. In these circumstances, consultations may be effectively had despite any intervening distance. It was argued at committee hearings that top management for corporations should be free to utilize these potentials to enjoy the same speed of action that is often necessary in modern conditions and enjoyed by all lower levels of management. The provision contained in the bill substitutes the electronic communication for personal presence but it does not change any of the other requirements for a meeting. Specifically the notice requirements and the quorum requirement are unaffected. Full flexibility is maintained by the permitting of the new privilege to be restricted by the articles incorporation or the bylaws that is desired. Section 4, Section 21-2062 and 21-2065 contain a provision which would authorize deferring the effective date of amendments to the articles of incorporation to a date not more than thirty days after filing with the Secretary of State. Under current laws such amendments are effective upon filing. This can create uncertainty as to filing date especially those dealing with the Secretary of State through the mails. Section 5, Section 21-2071, 21-2072, 21-2073, 21-2075, 21-2076 and 21-2079 simplify merger proceedings. These sections establish a procedure whereby a direct exchanges of shares in corporate combinations may be affected utilizing the same safeguards, notice requirements and shareholder voting rights required for comparable mergers and similar transactions and resulting in the same binding effect upon a shareholder. It is often desirable to affect a reorganization or combination in such a way that the corporation to be acquired does not go out of existence and after the transaction becomes a subsidiary of the acquiring corporation or a holding company. These provisions provide a direct straightforward procedure for a corporation transaction while preserving the same safeguards and procedures that now apply generally to mergers and similar transactions. Six, Section 21-20105.7 is amended to amplify the provisions regarding the activities of foreign corporations borrowing and lending money within the State of Nebraska. Present language is ambiguous to lending institutions. In order to remove doubt this section makes it clear that a corporation which creates indebtedness or security interest either as a borrower or a lender does not thereby engage in an activity which requires qualifications of the corporation in the state to do business. This section deals only with the problems of whether a foreign corporation which engages in the activity set forth in this section is required to qualify in the state in which the activity takes place. Section 7, Section 21-2046 proposes to make some minor changes in the Directors Liability Act. In recent years a growing