

Topic: Electronic Signature Policies

Question by: Julia Dale

Jurisdiction: Michigan

Date: April 5, 2012

Jurisdiction	Question(s)
	As we continue to move forward with our new system and integration with the Michigan Business One Stop, I am examining Electronic Signature policies. I am curious about how many jurisdictions have written policies on this topic; if you have one, is it possible to provide me either a copy or link to it?
<b>Manitoba</b>	
<b>Corporations Canada</b>	
<b>Alabama</b>	
<b>Alaska</b>	
<b>Arizona</b>	
<b>Arkansas</b>	
<b>California</b>	
<b>Colorado</b>	Colorado requires the name and mailing address of the individuals causing the document to be delivered for filing, but we do not require a signature.
<b>Connecticut</b>	
<b>Delaware</b>	
<b>District of Columbia</b>	
<b>Florida</b>	"Sign or Signature" is defined in s.607.0141(26), Florida Statutes as "any symbol, manual, facsimile, conformed, or electronic signature adopted by a person with the intent to authenticate a document".
<b>Georgia</b>	

Jurisdiction	Question(s)
	As we continue to move forward with our new system and integration with the Michigan Business One Stop, I am examining Electronic Signature policies. I am curious about how many jurisdictions have written policies on this topic; if you have one, is it possible to provide me either a copy or link to it?
<b>Hawaii</b>	<p>This is from HRS 489E - Uniform Electronic Transactions Act</p> <p><a href="http://www.capitol.hawaii.gov/hrscurrent/Vol11_Ch0476-0490/HRS0489E/HRS_0489E-0007.htm">http://www.capitol.hawaii.gov/hrscurrent/Vol11_Ch0476-0490/HRS0489E/HRS_0489E-0007.htm</a>  <a href="http://www.capitol.hawaii.gov/hrscurrent/Vol11_Ch0476-0490/HRS0489E/HRS_0489E-0008.htm">http://www.capitol.hawaii.gov/hrscurrent/Vol11_Ch0476-0490/HRS0489E/HRS_0489E-0008.htm</a>  <a href="http://www.capitol.hawaii.gov/hrscurrent/vol11_Ch0476-0490/hrs0489e/HRS_0489E-0009.htm">http://www.capitol.hawaii.gov/hrscurrent/vol11_Ch0476-0490/hrs0489e/HRS_0489E-0009.htm</a>  <a href="http://www.capitol.hawaii.gov/hrscurrent/Vol11_Ch0476-0490/HRS0489E/HRS_0489E-0010.htm">http://www.capitol.hawaii.gov/hrscurrent/Vol11_Ch0476-0490/HRS0489E/HRS_0489E-0010.htm</a></p>
<b>Idaho</b>	
<b>Illinois</b>	
<b>Indiana</b>	
<b>Iowa</b>	
<b>Kansas</b>	
<b>Kentucky</b>	
<b>Louisiana</b>	
<b>Maine</b>	
<b>Maryland</b>	
<b>Massachusetts</b>	
<b>Michigan</b>	
<b>Minnesota</b>	See Below
<b>Mississippi</b>	
<b>Missouri</b>	
<b>Montana</b>	See Below
<b>Nebraska</b>	
<b>Nevada</b>	

Jurisdiction	Question(s)
	As we continue to move forward with our new system and integration with the Michigan Business One Stop, I am examining Electronic Signature policies. I am curious about how many jurisdictions have written policies on this topic; if you have one, is it possible to provide me either a copy or link to it?
<b>New Hampshire</b>	
<b>New Jersey</b>	
<b>New Mexico</b>	
<b>New York</b>	
<b>North Carolina</b>	<p>Here are a couple Statute links.</p> <p>Business Corporation Act: 55-1-50 - Electronic Transactions  <a href="http://www.ncleg.net/EnactedLegislation/Statutes/HTML/BySection/Chapter_55/GS_55-1-50.html">http://www.ncleg.net/EnactedLegislation/Statutes/HTML/BySection/Chapter_55/GS_55-1-50.html</a></p> <p>Chapter 66, Article 40 - Uniform Electronic Transaction Act  <a href="http://www.ncleg.net/EnactedLegislation/Statutes/HTML/ByArticle/Chapter_66/Article_40.html">http://www.ncleg.net/EnactedLegislation/Statutes/HTML/ByArticle/Chapter_66/Article_40.html</a></p>
<b>North Dakota</b>	
<b>Ohio</b>	Ohio Business Services Section does not have a written policy on electronic signatures.
<b>Oklahoma</b>	
<b>Oregon</b>	
<b>Pennsylvania</b>	<p>Pennsylvania currently requires an actual signature. Senate Bill 884 has been introduced which defines Execute and Sign.</p> <p>Execute ~ When used with respect to authenticating or adopting a filing, document or other records, means “sign”.</p> <p>Sign ~ With present intent to authenticate or adopt information in record form:</p> <ol style="list-style-type: none"> <li>1. To sign manually or adopt a tangible symbol; or</li> <li>2. To attach to, or logically associate with, information in record form, an electronic sound, symbol or process.</li> </ol>
<b>Rhode Island</b>	See below
<b>South Carolina</b>	
<b>South Dakota</b>	
<b>Tennessee</b>	

Jurisdiction	Question(s)
	As we continue to move forward with our new system and integration with the Michigan Business One Stop, I am examining Electronic Signature policies. I am curious about how many jurisdictions have written policies on this topic; if you have one, is it possible to provide me either a copy or link to it?
Texas	See below
Utah	
Vermont	
Virginia	
Washington	Washington does not have a real electronic signature policy. However, we have an old law, RCW 19.34 <a href="http://apps.leg.wa.gov/rcw/default.aspx?cite=19.34">http://apps.leg.wa.gov/rcw/default.aspx?cite=19.34</a> that addresses electronic authentication.
West Virginia	
Wisconsin	
Wyoming	

**Additional comments:**

**RHODE ISLAND:**

Rhode Island does not have a written policy. However, each chapter of our General Laws (with the exception of LLPs) has the following statutory definitions:

"Delivering/Delivered" means either physically transferring a paper document to the secretary of state or transferring a document to the secretary of state by electronic transmission through a medium provided and authorized by the secretary of state.

"Electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

"Signature" or "Signed" or "Executed" means an original signature, facsimile, or an electronically transmitted signature submitted through a medium provided and authorized by the secretary of state.

Also, all of our electronic filing forms contain the following:

*This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws §.*

*By selecting ACCEPT you hereby acknowledge that this electronic document is submitted in compliance with R.I. Gen. Laws §. You hereby agree that any legal issues or causes of action arising from the submission of this filing will be litigated under the statutes and common laws of the State of Rhode Island.*

*If this document is filed inaccurately, defectively or erroneously executed, acknowledged or otherwise defective in any respect, the secretary of state has no liability to any individual for the preclearance for filing, the acceptance for filing or the filing and indexing of this instrument by the secretary of state.*

An “accept” or “decline” toggle button is provided for the signer. You can view our online filing forms at [http://ucc.state.ri.us/LoginSystem/login\\_form.asp](http://ucc.state.ri.us/LoginSystem/login_form.asp).

### **TEXAS:**

The Texas SOS does not have a policy on electronic signatures. However, the Texas Business Organizations Code in §1.002 (82) and (89) defines “signature” and “writing” as follows:

"Signature" means any symbol executed or adopted by a person with present intention to authenticate a writing. Unless the context requires otherwise, the term includes a digital signature, an electronic signature, and a facsimile of a signature.

"Writing" or "written" means an expression of words, letters, characters, numbers, symbols, figures, or other textual information that is inscribed on a tangible medium or that is stored in an electronic or other medium that is retrievable in a perceivable form. Unless the context requires otherwise, the term:

- (A) includes stored or transmitted electronic data, electronic transmissions, and reproductions of writings; and
- (B) does not include sound or video recordings of speech other than transcriptions that are otherwise writings.

Further Texas has adopted the UETA and has case law indicating that a typed name can be a signature.

### **MONTANA:**

Montana held an Administrative Rule hearing on Dec. 16, 2011 regarding the proposed adoption of a new rule pertaining to the acceptance of electronic records and electronic signatures by the Business Services Division. There was no opposition to the new rule. Here is the text of the new administrative rule #44-2-165:

ACCEPTANCE OF ELECTRONIC RECORDS AND ELECTRONIC SIGNATURES (1) The only electronic records the Secretary of State accepts for filing with the business services division are those specified in 44.5.301 and 44.6.113.

(2) Electronic signatures contained in the electronic records referenced in (1) must meet the definition set forth in 30-18-102(9), MCA.

(3) Any documents other than those specified in (1) that are filed with the business services division must be on paper or by facsimile and must be signed by the person executing the document.

(4) Electronic signatures, as defined in 30-18-102(9), MCA shall be accepted by the business services division if they meet the following criteria. The electronic signature shall:

(a) be unique to the person using it;

(b) either have an electronic authentication process attached or must be logically associated with the document;

(c) be capable of verification so that the acceptor of the electronically signed document can verify that the document was electronically signed by the person;

(d) be under the sole control of the person using it; and

(e) be linked to the data in such a manner that if the data are changed, the digital signature is invalidated.

(5) The name and title of the person signing digitally shall also be provided.

### **MINNESOTA:**

Minnesota has no specific written policy or rule on this matter, but it adopted UETA in 2000, including section 7, which states:

*(a) A record or signature may not be denied legal effect or enforceability solely because it is in electronic form.*

*(b) A contract may not be denied legal effect or enforceability solely because an electronic record was used in its formation.*

*(c) If a law requires a record to be in writing, an electronic record satisfies the law.*

*(d) If a law requires a signature, an electronic signature satisfies the law.*

We have interpreted clause (d) to provide that any electronically transmitted signature, as defined in Section 2 clause (8) of UETA [(8) **Electronic signature - means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by**

***a person with the intent to sign the record.*** ] is valid. Thus, the image of a signature on a faxed or scanned image is acceptable, as is the typed in name of the person who is signing, when transmitted online or by electronic file or image. We take a broad interpretation of UETA in this regard.

**Full text of email:**

Only six weeks 'till the IACA conference!

As we continue to move forward with our new system and integration with the Michigan Business One Stop, I am examining Electronic Signature policies. I am curious about how many jurisdictions have written policies on this topic; if you have one, is it possible to provide me either a copy or link to it?

Thank you all in advance!

Julia Dale

Director, Corporation Division

2501 Woodlake Circle

Okemos, MI 48864-5955

(517) 241-6463