

Effective 5/12/2015

16-6a-1003 Amendment of articles of incorporation by board of directors and members.

- (1) The board of directors or the members representing at least 10% of all of the votes entitled to be cast on the amendment may propose an amendment to the articles of incorporation for submission to the members unless a different vote or voting class is required by:
 - (a) this chapter;
 - (b) the articles of incorporation;
 - (c) the bylaws; or
 - (d) the members or the board of directors acting pursuant to Subsection (5).
- (2) For an amendment to the articles of incorporation to be adopted pursuant to Subsection (1):
 - (a) the board of directors shall recommend the amendment to the members unless:
 - (i) the amendment is proposed by members; or
 - (ii) the board of directors:
 - (A) determines that because of conflict of interest or other special circumstances it should make no recommendation; and
 - (B) communicates the basis for its determination to the members with the amendment; and
 - (b) the members entitled to vote on the amendment shall approve the amendment as provided in Subsection (5).
- (3) The proposing board of directors or the proposing members may condition the effectiveness of the amendment on any basis.
- (4)
 - (a) The nonprofit corporation shall give notice, in accordance with Section 16-6a-704, to each member entitled to vote on the amendment of the members' meeting at which the amendment will be voted upon.
 - (b) The notice required by Subsection (4)(a) shall:
 - (i) state that the purpose, or one of the purposes, of the meeting is to consider the amendment; and
 - (ii)
 - (A) contain or be accompanied by a copy or a summary of the amendment; or
 - (B) shall state the general nature of the amendment.
- (5) The amendment shall be approved by the votes required by Sections 16-6a-714 and 16-6a-715 by every voting group entitled to vote on the amendment unless a greater vote is required by:
 - (a) this chapter;
 - (b) the articles of incorporation;
 - (c) bylaws adopted by the members; or
 - (d) the proposing board of directors or the proposing members acting pursuant to Subsection (3).
- (6) If the board of directors or the members seek to have the amendment approved by the members by written consent or by written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

Amended by Chapter 240, 2015 General Session