

16-6a-709 Action by written ballot.

- (1) Unless otherwise provided by the bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the nonprofit corporation delivers a written ballot to every member entitled to vote on the matter.
- (2) A written ballot described in Subsection (1) shall:
 - (a) set forth each proposed action; and
 - (b) provide an opportunity to vote for or against each proposed action.
- (3)
 - (a) Approval by written ballot pursuant to this section shall be valid only when:
 - (i) the time, as determined under Subsection (8), by which all ballots must be received by the nonprofit corporation has passed so that a quorum can be determined; and
 - (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
 - (b) Unless otherwise provided in this chapter or in accordance with Section 16-6a-716, for purposes of taking action by written ballot the number of votes cast by written ballot pursuant to this section constitute a quorum for action on the matter.
- (4) All solicitations for votes by written ballot shall:
 - (a) indicate the number of responses needed to meet the quorum requirements;
 - (b) state the percentage of approvals necessary to approve each matter other than election of directors;
 - (c) specify the time by which a ballot must be received by the nonprofit corporation in order to be counted; and
 - (d) be accompanied by written information sufficient to permit each person casting the ballot to reach an informed decision on the matter.
- (5) Unless otherwise provided by the bylaws, a written ballot may not be revoked.
- (6) Action taken under this section has the same effect as action taken at a meeting of members and may be described as such in any document.
- (7) Unless otherwise provided by the bylaws, a written ballot delivered to every member entitled to vote on the matter or matters therein, as described in this section, may also be used in connection with any annual, regular, or special meeting of members, thereby allowing members the choice of either voting in person or by written ballot delivered by a member to the nonprofit corporation in lieu of attendance at such meeting. Any written ballot shall comply with the requirements of Subsection (2) and shall be counted equally with the votes of members in attendance at any meeting for every purpose, including satisfaction of a quorum requirement.
- (8)
 - (a) Members shall be provided a fair and reasonable amount of time before the day on which the nonprofit corporation must receive ballots.
 - (b) An amount of time is considered to be fair and reasonable if:
 - (i) members are given at least 15 days from the day on which the notice is mailed, if the notice is mailed by first-class or registered mail;
 - (ii) members are given at least 30 days from the day on which the notice is mailed, if the notice is mailed by other than first-class or registered mail; or
 - (iii) considering all the circumstances, the amount of time is otherwise reasonable.

Amended by Chapter 378, 2010 General Session