

16-6a-710 Members' list for meeting and action by written ballot.

- (1)
 - (a) Unless otherwise provided by the bylaws, after fixing a record date for a notice of a meeting or for determining the members entitled to take action by written ballot, a nonprofit corporation shall prepare a list of the names of all its members who are:
 - (i)
 - (A) entitled to notice of the meeting; and
 - (B) to vote at the meeting; or
 - (ii) to take the action by written ballot.
 - (b) The list required by Subsection (1) shall:
 - (i) be arranged by voting group;
 - (ii) be alphabetical within each voting group;
 - (iii) show the address of each member entitled to notice of, and to vote at, the meeting or to take such action by written ballot; and
 - (iv) show the number of votes each member is entitled to vote at the meeting or by written ballot.
- (2)
 - (a) If prepared in connection with a meeting of the members, the members' list required by Subsection (1) shall be available for inspection by any member entitled to vote at the meeting:
 - (i)
 - (A) beginning the earlier of:
 - (I) 10 days before the meeting for which the list was prepared; or
 - (II) two business days after notice of the meeting is given; and
 - (B) continuing through the meeting, and any adjournment of the meeting; and
 - (ii)
 - (A) at the nonprofit corporation's principal office; or
 - (B) at a place identified in the notice of the meeting in the city where the meeting will be held.
 - (b)
 - (i) The nonprofit corporation shall make the members' list required by Subsection (1) available at the meeting.
 - (ii) Any member entitled to vote at the meeting or an agent or attorney of a member entitled to vote at the meeting is entitled to inspect the members' list at any time during the meeting or any adjournment.
 - (c) A member entitled to vote at the meeting, or an agent or attorney of a member entitled to vote at the meeting, is entitled on written demand to inspect and, subject to Subsection 16-6a-1602(3) and Subsections 16-6a-1603(2) and (3), to copy a members' list required by Subsection (1):
 - (i) during:
 - (A) regular business hours; and
 - (B) the period it is available for inspection; and
 - (ii) at the member's expense.
- (3)
 - (a) On application of a member of a nonprofit corporation, the applicable district court may take an action described in Subsection (3)(b) if the nonprofit corporation refuses to allow a member entitled to vote at the meeting or by the written ballot, or an agent or attorney of a member entitled to vote at the meeting or by the written ballot, to inspect or copy the members' list during the period it is required to be available for inspection under Subsection (2).

- (b) Under Subsection (3)(a), the applicable court may:
 - (i) summarily order the inspection or copying of the members' list at the nonprofit corporation's expense; and
 - (ii) until the inspection or copying is complete:
 - (A) postpone or adjourn the meeting for which the members' list was prepared; or
 - (B) postpone the time when the nonprofit corporation must receive written ballots in connection with which the members' list was prepared.
- (c) For purposes of this Subsection (3), the applicable court is:
 - (i) the district court of the county in this state where the nonprofit corporation's principal office is located; or
 - (ii) if the nonprofit corporation has no principal office in this state, the district court in and for Salt Lake County.
- (4) If a court orders inspection or copying of a members' list pursuant to Subsection (3), unless the nonprofit corporation proves that it refused inspection or copying of the list in good faith because it had a reasonable basis for doubt about the right of the member or the agent or attorney of the member to inspect or copy the members' list:
 - (a) the court shall order the nonprofit corporation to pay the member's costs, including reasonable counsel fees, incurred in obtaining the order;
 - (b) the court may order the nonprofit corporation to pay the member for any damages the member incurred; and
 - (c) the court may grant the member any other remedy afforded the member by law.
- (5) If a court orders inspection or copying of a members' list pursuant to Subsection (3), the court may impose reasonable restrictions on the use or distribution of the list by the member.
- (6) Failure to prepare or make available the members' list does not affect the validity of action taken at the meeting or by means of the written ballot.

Amended by Chapter 364, 2008 General Session