

Superseded 5/12/2015

16-6a-1002 Amendment of articles of incorporation by board of directors or incorporators.

- (1) Unless otherwise provided in the articles of incorporation, the board of directors may adopt, without member approval, one or more amendments to the articles of incorporation to:
 - (a) delete the names and addresses of the initial directors;
 - (b) change the information required by Subsection 16-17-203(1), but an amendment is not required to change the information;
 - (c) change the corporate name by:
 - (i) substituting the word "corporation," "incorporated," "company," "limited," or an abbreviation of any such word for a similar word or abbreviation in the name; or
 - (ii) adding, deleting, or changing a geographical attribution; or
 - (d) make any other change expressly permitted by this chapter to be made without member action.
- (2) The board of directors may adopt, without member action, one or more amendments to the articles of incorporation to change the corporate name, if necessary, in connection with the reinstatement of a nonprofit corporation pursuant to Section 16-6a-1412.
- (3)
 - (a) Subject to any approval required pursuant to Section 16-6a-1013, if a nonprofit corporation has no members, no members entitled to vote on amendments, or no members yet admitted to membership, one or more amendments to the nonprofit corporation's articles of incorporation may be adopted by:
 - (i) its incorporators until directors have been chosen; or
 - (ii) its directors after the directors have been chosen.
 - (b) A nonprofit corporation described in Subsection (3)(a) shall provide notice of any meeting at which an amendment is to be voted upon.
 - (c) The notice required by Subsection (3)(b) shall:
 - (i) be in accordance with Section 16-6a-814;
 - (ii) state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the articles of incorporation; and
 - (iii)
 - (A) contain or be accompanied by a copy or summary of the amendment; or
 - (B) state the general nature of the amendment.
 - (d) An amendment described in Subsection (3)(a) shall be approved:
 - (i) by a majority of the incorporators, until directors have been chosen; or
 - (ii) after directors are chosen by a majority of the directors in office at the time the amendment is adopted.