

16-6a-117 Judicial relief.

- (1)
 - (a) A director, officer, delegate, or member may petition the applicable district court to take an action provided in Subsection (1)(b) if for any reason it is impractical or impossible for a nonprofit corporation in the manner prescribed by this chapter, its articles of incorporation, or bylaws to:
 - (i) call or conduct a meeting of its members, delegates, or directors; or
 - (ii) otherwise obtain the consent of its members, delegates, or directors.
 - (b) If a petition is filed under Subsection (1)(a), the applicable district court, in the manner it finds fair and equitable under the circumstances, may order that:
 - (i) a meeting be called; or
 - (ii) a written consent or other form of obtaining the vote of members, delegates, or directors be authorized.
 - (c) For purposes of this section, the applicable district 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:
 - (A) the district court of the county in which the registered office is located; or
 - (B) if the nonprofit corporation has no registered office in this state, the district court in and for Salt Lake County.
- (2)
 - (a) A court specified in Subsection (1) shall, in an order issued pursuant to this section, provide for a method of notice reasonably designed to give actual notice to all persons who would be entitled to notice of a meeting held pursuant to this chapter, the articles of incorporation, or bylaws.
 - (b) The method of notice described in Subsection (1) complies with this section whether or not the method of notice:
 - (i) results in actual notice to all persons described in Subsection (2)(a); or
 - (ii) conforms to the notice requirements that would otherwise apply.
 - (c) In a proceeding under this section, the court may determine who are the members or directors of a nonprofit corporation.
- (3) An order issued pursuant to this section may dispense with any requirement relating to the holding of or voting at meetings or obtaining votes that would otherwise be imposed by this chapter, the articles of incorporation, or bylaws, including any requirement as to:
 - (a) quorums; or
 - (b) the number or percentage of votes needed for approval.
- (4)
 - (a) Whenever practical, any order issued pursuant to this section shall limit the subject matter of a meeting or other form of consent authorized to items the resolution of which will or may enable the nonprofit corporation to continue managing its affairs without further resort to this section, including amendments to the articles of incorporation or bylaws.
 - (b) Notwithstanding Subsection (4)(a), an order under this section may authorize the obtaining of whatever votes and approvals are necessary for the dissolution, merger, or sale of assets of a nonprofit corporation.
- (5) A meeting or other method of obtaining the vote of members, delegates, or directors conducted pursuant to and that complies with an order issued under this section:
 - (a) is for all purposes a valid meeting or vote, as the case may be; and

- (b) shall have the same force and effect as if it complied with every requirement imposed by this chapter, the articles of incorporation, or bylaws.
- (6) In addition to a meeting held under this section, a court-ordered meeting may be held pursuant to Section 16-6a-703.

Enacted by Chapter 300, 2000 General Session