

16-6a-706 Record date -- Determining members entitled to notice and vote.

- (1)
 - (a) The bylaws may fix or provide the manner of fixing a date as the record date for determining the members entitled to notice of a members' meeting.
 - (b) If the bylaws do not fix or provide for fixing a record date described in Subsection (1)(a), the board of directors may fix a future date as the record date.
 - (c) If a record date is not fixed in accordance with Subsection (1)(a) or (b), members entitled to notice of the meeting are the members of the nonprofit corporation:
 - (i) at the close of business on the business day preceding the day on which notice is given; or
 - (ii) if notice is waived, at the close of business on the business day preceding the day on which the meeting is held.
- (2)
 - (a) The bylaws may fix or provide the manner of fixing a date as the record date for determining the members entitled to vote at a members' meeting.
 - (b) If the bylaws do not fix or provide for fixing a record date described in Subsection (2)(a), the board may fix a future date as the record date.
 - (c) If a record date is not fixed in accordance with Subsection (2)(a) or (b), members entitled to vote at the meeting are the members of the nonprofit corporation:
 - (i) on the date of the meeting; and
 - (ii) who are otherwise eligible to vote.
- (3)
 - (a) The bylaws may fix or provide the manner for determining a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action.
 - (b) If the bylaws do not fix or provide for fixing a record date described in Subsection (3)(a), the board of directors may fix a future date as the record date.
 - (c) If a record date is not fixed in accordance with Subsection (3)(a) or (b), members entitled to exercise the right are members of the nonprofit corporation at the later of:
 - (i) the close of business on the day on which the board adopts the resolution relating to the exercise of the right; or
 - (ii) the close of business on the 60th day before the date of the exercise of the right.
- (4) A record date fixed under this section may not be more than 70 days before the meeting or action requiring a determination of members occurs.
- (5)
 - (a) A determination of members entitled to notice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the board of directors fixes a new date for determining the right to notice or the right to vote.
 - (b) The board of directors shall fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than 120 days after the record date for determining members entitled to notice of the original meeting.
- (6) If a court orders a meeting adjourned to a date more than 120 days after the date fixed for the original meeting, the court may:
 - (a) provide that the original record date for notice or voting continues in effect; or
 - (b) fix a new record date for notice or voting.

Amended by Chapter 197, 2002 General Session