

**Effective 5/12/2015**

**16-6a-707 Action without meeting.**

- (1) Unless otherwise provided in the articles of incorporation and Subsection (5), and subject to the limitations of Subsection 16-6a-1704(3), any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice, if one or more consents in writing, setting forth the action taken, are signed by the members having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted.
- (2)
  - (a) Unless the written consents of all members entitled to vote have been obtained, notice of any member approval without a meeting shall be given at least 10 days before the consummation of the transaction, action, or event authorized by the member action to:
    - (i) those members entitled to vote who have not consented in writing; and
    - (ii) those members:
      - (A) not entitled to vote; and
      - (B) to whom this chapter requires that notice of the proposed action be given.
  - (b) The notice required pursuant to Subsection (2)(a) shall contain or be accompanied by the same material that under this chapter would have been required to be sent in a notice of meeting at which the proposed action would have been submitted to the members for action.
- (3) Any member giving a written consent, or the member's proxyholder or a personal representative of the member or their respective proxyholder, may revoke the consent by a signed writing:
  - (a) describing the action;
  - (b) stating that the member's prior consent is revoked; and
  - (c) that is received by the nonprofit corporation prior to the effectiveness of the action.
- (4)
  - (a) A member action taken pursuant to this section is not effective unless all written consents on which the nonprofit corporation relies for the taking of an action pursuant to Subsection (1) are:
    - (i) received by the nonprofit corporation within a 60-day period; and
    - (ii) not revoked pursuant to Subsection (3).
  - (b) Action taken by the members pursuant to this section is effective:
    - (i) as of the date the last written consent necessary to effect the action is received by the nonprofit corporation; or
    - (ii) if all of the written consents necessary to effect the action specify a later date as the effective date of the action, the later date specified in the consents.
  - (c) If the nonprofit corporation has received written consents in accordance with Subsection (1) signed by all members entitled to vote with respect to the action, the effective date of the member action may be any date that is specified in all the written consents as the effective date of the member action.
  - (d)
    - (i) Unless otherwise provided by the bylaws, a member may deliver a written consent under this section by an electronic transmission that provides the nonprofit corporation with a complete copy of the written consent.
    - (ii) An electronic transmission consenting to an action under this section is considered to be written, signed, and dated for purposes of this section if the electronic transmission is delivered with information from which the corporation can determine:
      - (A) that the electronic transmission is transmitted by the member; and

- (B) the date on which the electronic transmission is transmitted.
- (iii) The date on which an electronic transmission is transmitted is considered the date on which a consent is signed.
- (5) Notwithstanding Subsection (1), directors may not be elected by written consent except by unanimous written consent of all members entitled to vote for the election of directors.
- (6) If not otherwise determined under Section 16-6a-703 or 16-6a-706, the record date for determining the members entitled to take action without a meeting or entitled to be given notice under Subsection (2) of action taken without a meeting is the date the first member delivers to the nonprofit corporation a writing upon which the action is taken pursuant to Subsection (1).
- (7) Action taken under this section has the same effect as action taken at a meeting of members and may be so described in any document.

Amended by Chapter 240, 2015 General Session