

16-6a-804 Election, appointment, and designation of directors.

- (1)
 - (a) All directors except the initial directors shall be elected, appointed, or designated as provided in the bylaws.
 - (b) If no method of election, appointment, or designation is set forth in the bylaws, the directors other than the initial directors shall be elected as follows:
 - (i) if the nonprofit corporation has voting members, all directors except the initial directors shall be elected by the voting members at each annual meeting of the voting members; and
 - (ii) if the nonprofit corporation does not have voting members, all directors except the initial directors shall be elected by the board of directors.
- (2)
 - (a) The bylaws may authorize the election of all or a specified number or portion of directors, except the initial directors, by:
 - (i) the members of one or more voting groups of voting members; or
 - (ii) the directors of one or more authorized classes of directors.
 - (b) A class of voting members or directors entitled to elect one or more directors is a separate voting group for purposes of the election of directors.
- (3) The bylaws may authorize the appointment of one or more directors by one or more persons, or by the holder of the office or position, as the bylaws shall specify.
- (4) The bylaws may provide for election of directors by voting members or delegates:
 - (a) on the basis of chapter or other organizational unit;
 - (b) by region or other geographic unit;
 - (c) by preferential voting; or
 - (d) by any other reasonable method.
- (5) For purposes of this chapter, designation occurs when the bylaws:
 - (a) name an individual as a director; or
 - (b) designate the holder of some office or position as a director.

Enacted by Chapter 300, 2000 General Session