

**Effective 5/12/2015**

**Superseded 5/10/2016**

**16-6a-813 Action without meeting.**

- (1)
  - (a) Unless otherwise provided in the bylaws, any action required or permitted by this chapter to be taken at a board of directors' meeting may be taken without a meeting if all members of the board consent to the action in writing.
  - (b) Action is taken under Subsection (1)(a) at the time the last director signs a writing describing the action taken, unless, before that time, any director revokes a consent by a writing signed by the director and received by the secretary or any other person authorized by the bylaws or the board of directors to receive the revocation.
  - (c) Action under Subsection (1)(a) is effective at the time it is taken under Subsection (1)(a) unless the board of directors establishes a different effective date.
- (2)
  - (a) If provided in the bylaws, any action required or permitted by this chapter to be taken at a board of directors' meeting may be taken without a meeting if notice is transmitted in writing to each member of the board and each member of the board by the time stated in the notice:
    - (i)
      - (A) signs a writing for such action; or
      - (B) signs a writing against such action, abstains in writing from voting, or fails to respond or vote; and
    - (ii) fails to demand in writing that action not be taken without a meeting.
  - (b) The notice required by Subsection (1) shall state:
    - (i) the action to be taken;
    - (ii) the time by which a director must respond to the notice;
    - (iii) that failure to respond by the time stated in the notice will have the same effect as:
      - (A) abstaining in writing by the time stated in the notice; and
      - (B) failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and
    - (iv) any other matters the nonprofit corporation determines to include.
  - (c) Action is taken under this Subsection (2) only if at the end of the time stated in the notice transmitted pursuant to Subsection (2)(a):
    - (i) the affirmative votes in writing for the action received by the nonprofit corporation and not revoked pursuant to Subsection (2)(e) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted; and
    - (ii) the nonprofit corporation has not received a written demand by a director that the action not be taken without a meeting other than a demand that has been revoked pursuant to Subsection (2)(e).
  - (d) A director's right to demand that action not be taken without a meeting shall be considered to have been waived unless the nonprofit corporation receives such demand from the director in writing by the time stated in the notice transmitted pursuant to Subsection (2)(a) and the demand has not been revoked pursuant to Subsection (2)(e).
  - (e) A director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Subsection (2) may revoke the vote, abstention, or demand in writing received by the nonprofit corporation by the time stated in the notice transmitted pursuant to Subsection (2)(a).

- (f) Unless the notice transmitted pursuant to Subsection (2)(a) states a different effective date, action taken pursuant to this Subsection (2) is effective at the end of the time stated in the notice transmitted pursuant to Subsection (2)(a).
- (3)
- (a) Unless otherwise provided by the bylaws, a communication under this section may be delivered by an electronic transmission.
  - (b) An electronic transmission communicating a vote, abstention, demand, or revocation under Subsection (2) is considered to be written, signed, and dated for purposes of this section if the electronic transmission is delivered with information from which the nonprofit corporation can determine:
    - (i) that the electronic transmission is transmitted by the director; and
    - (ii) the date on which the electronic transmission is transmitted.
  - (c) The date on which an electronic transmission is transmitted is considered the date on which the vote, abstention, demand, or revocation is signed.
  - (d) For purposes of this section, communications to the nonprofit corporation are not effective until received.
- (4) Action taken pursuant to this section:
- (a) has the same effect as action taken at a meeting of directors; and
  - (b) may be described as an action taken at a meeting of directors in any document.