

3-1-13.6 Quorum and voting.

- (1) Unless the articles of incorporation or bylaws require a greater number, a quorum of a board of directors consists of:
 - (a) a majority of the fixed number of directors if the association has a fixed board size; or
 - (b) a majority of the number of directors prescribed, or if no number is prescribed, a majority of the number in office immediately before the meeting begins.
- (2) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is an action of the board of directors, unless the articles of incorporation, bylaws, or this chapter require the vote of a greater number of directors.
- (3) A director present at a meeting of the board of directors when action is taken is considered to have assented to the action taken at the meeting, unless:
 - (a) the director votes against the action taken at the meeting;
 - (b) the director objects at the beginning of the meeting, or promptly on arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting;
 - (c) the director contemporaneously requests his dissent or abstention to any specific action to be entered into the minutes of the meeting; or
 - (d) the director gives to the presiding officer written notice of his dissent or abstention before adjournment of the meeting or within 24 hours after adjournment.
- (4) A director who votes in favor of an action taken may not dissent or abstain under Subsection (3).

Enacted by Chapter 204, 1994 General Session