

31A-9-403 Representative form of government.

- (1) A fraternal shall have a supreme governing body consisting either of:
 - (a) A board of directors is the supreme governing body of a fraternal. It consists of some directors elected directly by the members or by their representatives in intermediate assemblies under Subsection (2), and other directors prescribed in the fraternal's laws. A majority of the board shall be elected directors, having a sufficient number of votes to amend the articles or bylaws of the fraternal which can be amended without the consent of the members. The board shall meet at least quarterly to conduct the business of the fraternal. The elected directors shall be elected on a plan that ensures approximately equal weight to each fraternal member's vote. Voting may be by mail.
 - (b) Delegates elected directly by the members or at intermediate assemblies or conventions of members or their representatives, together with other delegates prescribed in the fraternal's laws form an assembly that is a supreme governing body of a fraternal. A majority of the assembly shall be elected delegates, having at least two-thirds of the votes and with a sufficient number of votes to amend the articles or bylaws that can be amended without consent of the members. The assembly, whatever designated, shall meet at least once every four years and shall elect a board of directors to conduct the business of the fraternal between meetings of the assembly. The delegates making up the supreme governing body shall be elected on a plan that ensures approximately equal weight to each fraternal member's vote.
- (2) The laws of a fraternal may provide that:
 - (a) delegates to intermediate assemblies may represent geographical districts or lodges; or
 - (b) delegates may represent the members in defined classes determined on a reasonable basis; and
 - (c) the vote of a representative to an intermediate assembly is treated as the vote of the members represented.
- (3) No votes may be cast by proxy.

Amended by Chapter 20, 1995 General Session