

**Sunsets 1/1/2016**

**48-2c-706 Action by members without a meeting.**

- (1) Unless otherwise provided in the articles of organization or operating agreement, and subject to the limitations of Subsection (5), any action which may be taken by the members may be taken without any meeting and without prior notice, if one or more consents in writing, setting forth the action so taken, shall be signed by the members holding interests in the company not less than the minimum percentage that would be necessary to authorize or take that action.
- (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 five days before the consummation of the transaction, action, or event authorized by the member action to those entitled to vote who have not consented in writing.
  - (b) The notice must contain or be accompanied by a description of the transaction, action, or event.
- (3) Provided the notice described in Subsection (2) is given, action taken by the members pursuant to this section is effective as of the date the last written consent necessary to authorize or take the action is received by the company, unless all of the written consents specify a later date as the effective date of the action, in which case the later date shall be the effective date of the action. If the company has received written consents as contemplated by Subsection (1), signed by all members entitled to vote with respect to the action, the effective date of the action may be any date that is specified in all of the written consents.
- (4) Unless otherwise provided in the operating agreement, any consent or writing may be received by the company by any electronically transmitted or other form of communication that provides the company with a complete copy thereof, including the signature thereto.
- (5) Any member or an authorized representative of that member may revoke a consent by a signed writing describing the action and stating that the member's prior consent is revoked, if the writing is received by the company prior to the effective date and time of the action.
- (6) A member action taken pursuant to this section is not effective unless all written consents on which the company relies for taking an action pursuant to Subsection (1) are received by the company within a 60-day period and not revoked pursuant to Subsection (5).
- (7) Written consent of the members entitled to vote constitutes approval of the members and may be described as such in any document.