

Part 7 Member Meetings and Voting

16-6a-701 Annual and regular meetings.

- (1) Unless the bylaws eliminate the requirement for holding an annual meeting, a nonprofit corporation that has voting members shall hold a meeting of the voting members annually:
 - (a) at a time and date stated in or fixed in accordance with the bylaws; or
 - (b) if a time and date is not stated in or fixed in accordance with the bylaws, at a time and date stated in or fixed in accordance with a resolution of the board of directors.
- (2) A nonprofit corporation with members may hold regular membership meetings at:
 - (a) a time and date stated in or fixed in accordance with the bylaws; or
 - (b) if a time and date is not stated in or fixed in accordance with the bylaws, at a time and date stated in or fixed in accordance with a resolution of the board of directors.
- (3)
 - (a) Annual and regular membership meetings may be held in or out of this state:
 - (i) at the place stated in or fixed in accordance with the bylaws; or
 - (ii) if no place is stated in or fixed in accordance with the bylaws, at a place stated in or fixed in accordance with a resolution of the board of directors.
 - (b) If no place is stated or fixed in accordance with Subsection (3)(a), annual and regular meetings shall be held at the nonprofit corporation's principal office.
- (4) The failure to hold an annual or regular meeting at the time and date determined pursuant to Subsection (1) does not:
 - (a) affect the validity of any corporate action; or
 - (b) work a forfeiture or dissolution of the nonprofit corporation.

Enacted by Chapter 300, 2000 General Session

16-6a-702 Special meetings.

- (1) A nonprofit corporation shall hold a special meeting of its members:
 - (a) on call of:
 - (i) its board of directors; or
 - (ii) the person or persons authorized by the bylaws or resolution of the board of directors to call a special meeting; or
 - (b) unless otherwise provided by the bylaws, if the nonprofit corporation receives one or more written demands for the meeting, that:
 - (i) state the purpose or purposes for which the meeting is to be held; and
 - (ii) are signed and dated by members holding at least 10% of all the votes entitled pursuant to the bylaws to be cast on any issue proposed to be considered at the meeting.
- (2) If not otherwise fixed under Section 16-6a-703 or 16-6a-706, the record date for determining the members entitled to demand a special meeting pursuant to Subsection (1)(b) is the later of the date of:
 - (a) the earliest of any of the demands pursuant to which the meeting is called; or
 - (b) the date that is 60 days before the date the first of the demands is received by the nonprofit corporation.
- (3) If a notice for a special meeting demanded pursuant to Subsection (1)(b) is not given pursuant to Section 16-6a-704 within 30 days after the date the written demand is delivered to a

corporate officer, regardless of the requirements of Subsection (4), a person signing the demand may:

- (a) set the time and place of the meeting; and
 - (b) give notice pursuant to Section 16-6a-704.
- (4)
- (a) A special meeting of the members may be held in or out of this state:
 - (i) at the place stated in or fixed in accordance with the bylaws; or
 - (ii) if a place is not stated in or fixed in accordance with the bylaws, at a place stated in or fixed in accordance with a resolution of the board of directors.
 - (b) If no place is stated or fixed in accordance with Subsection (3)(a) or (4)(a), a special meeting of the members shall be held at the nonprofit corporation's principal office.
- (5) Unless otherwise provided by the bylaws, only business within the purposes described in the notice of the meeting required by Subsection 16-6a-704(3) may be conducted at a special meeting of the members.

Enacted by Chapter 300, 2000 General Session

16-6a-703 Court-ordered meeting.

- (1)
- (a) A voting member entitled to participate in an annual meeting may petition a court with jurisdiction under Title 78A, Judiciary and Judicial Administration, if an annual meeting was required to be held and was not held within 15 months after:
 - (i) the corporation's last annual meeting; or
 - (ii) if there has been no annual meeting, the date of incorporation.
 - (b) A person who participated in a call of or demand for a special meeting effective under Subsection 16-6a-702(1) may petition a court with jurisdiction under Title 78A, Judiciary and Judicial Administration, if:
 - (i) notice of the special meeting was not given within 30 days after the date of the call or the date the last of the demands necessary to require the calling of the meeting was received by the nonprofit corporation pursuant to Subsection 16-6a-702(1)(b); or
 - (ii) the special meeting was not held in accordance with the notice.
- (2) If a petition is filed under this section, the court may summarily order the holding of a meeting of the members.
- (3) A court that orders a meeting under Subsection (2) may:
- (a) fix the time and place of the meeting;
 - (b) determine the members entitled to participate in the meeting;
 - (c) specify a record date for determining members entitled to notice of and to vote at the meeting;
 - (d) prescribe the form and content of the notice of the meeting;
 - (e)
 - (i) fix the quorum required for specific matters to be considered at the meeting; or
 - (ii) direct that the votes represented at the meeting constitute a quorum for action on the specific matters to be considered at the meeting; and
 - (f) enter other orders necessary or appropriate to accomplish the holding of the meeting.

Amended by Chapter 401, 2023 General Session

Superseded 10/1/2026

16-6a-704 Notice of meeting.

- (1) A nonprofit corporation shall give to each member entitled to vote at the meeting notice consistent with its bylaws of meetings of members in a fair and reasonable manner.
- (2) Any notice that conforms to the requirements of Subsection (3) is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered.
- (3) Notice is fair and reasonable if:
 - (a) the nonprofit corporation notifies its members of the place, date, and time of each annual, regular, and special meeting of members:
 - (i) no fewer than 10 days before the meeting;
 - (ii) if notice is mailed by other than first-class or registered mail, no fewer than 30 days, nor more than 60 days before the meeting date; and
 - (iii) if notice is given:
 - (A) by newspaper as provided in Subsection 16-6a-103(2)(b)(i)(A), by publication three separate times with:
 - (I) the first of the publications no more than 60 days before the meeting date; and
 - (II) the last of the publications no fewer than 10 days before the meeting date; and
 - (B)
 - (I) by publication in accordance with Section 45-1-101; and
 - (II) as provided in Subsection 16-6a-103(2)(b)(i)(B), for 60 days before the meeting date;
 - (b) the notice of an annual or regular meeting includes a description of any matter or matters that:
 - (i) must be approved by the members; or
 - (ii) for which the members' approval is sought under Sections 16-6a-825, 16-6a-910, 16-6a-1003, 16-6a-1010, 16-6a-1102, 16-6a-1202, and 16-6a-1402; and
 - (c) unless otherwise provided by this chapter or the bylaws, the notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.
- (4)
 - (a) Unless otherwise provided by the bylaws, if an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment.
 - (b) Notwithstanding Subsection (4)(a), if a new record date for the adjourned meeting is or shall be fixed under Section 16-6a-706, notice of the adjourned meeting shall be given under this section to the members of record as of the new record date.
- (5) When giving notice of an annual, regular, or special meeting of members, a nonprofit corporation shall give notice of a matter a member intends to raise at the meeting if:
 - (a) requested in writing to do so by a person entitled to call a special meeting; and
 - (b) the request is received by the secretary or president of the nonprofit corporation at least 10 days before the nonprofit corporation gives notice of the meeting.

Amended by Chapter 388, 2009 General Session

Effective 10/1/2026

16-6a-704 Notice of meeting.

- (1) A nonprofit corporation shall give to each member entitled to vote at the meeting notice consistent with its bylaws of meetings of members in a fair and reasonable manner.

- (2) Any notice that conforms to the requirements of Subsection (3) is fair and reasonable, but other means of giving notice may also be fair and reasonable when all the circumstances are considered.
- (3) Notice is fair and reasonable if:
 - (a) the nonprofit corporation notifies its members of the place, date, and time of each annual, regular, and special meeting of members:
 - (i) no fewer than 10 days before the meeting;
 - (ii) if notice is mailed by other than first-class or registered mail, no fewer than 30 days, nor more than 60 days before the meeting date; and
 - (iii) if notice is given:
 - (A) by newspaper as provided in Subsection 16-6a-103(2)(b)(i)(A), by publication three separate times with:
 - (I) the first of the publications no more than 60 days before the meeting date; and
 - (II) the last of the publications no fewer than 10 days before the meeting date; and
 - (B)
 - (I) by publication in accordance with Section 45-1-101; and
 - (II) as provided in Subsection 16-6a-103(2)(b)(i)(B), for 60 days before the meeting date;
 - (b) the notice of an annual or regular meeting includes a description of any matter or matters that:
 - (i) must be approved by the members; or
 - (ii) for which the members' approval is sought under Sections 16-1a-703, 16-6a-825, 16-6a-910, 16-6a-1003, 16-6a-1010, 16-6a-1202, and 16-6a-1402; and
 - (c) unless otherwise provided by this chapter or the bylaws, the notice of a special meeting includes a description of the purpose or purposes for which the meeting is called.
- (4)
 - (a) Unless otherwise provided by the bylaws, if an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment.
 - (b) Notwithstanding Subsection (4)(a), if a new record date for the adjourned meeting is or shall be fixed under Section 16-6a-706, notice of the adjourned meeting shall be given under this section to the members of record as of the new record date.
- (5) When giving notice of an annual, regular, or special meeting of members, a nonprofit corporation shall give notice of a matter a member intends to raise at the meeting if:
 - (a) requested in writing to do so by a person entitled to call a special meeting; and
 - (b) the request is received by the secretary or president of the nonprofit corporation at least 10 days before the nonprofit corporation gives notice of the meeting.

Amended by Chapter 92, 2026 General Session

16-6a-705 Waiver of notice.

- (1)
 - (a) A member may waive any notice required by this chapter or by the bylaws, whether before or after the date or time stated in the notice as the date or time when any action will occur or has occurred.
 - (b) A waiver described in Subsection (1) shall be:
 - (i) in writing;
 - (ii) signed by the member entitled to the notice; and
 - (iii) delivered to the nonprofit corporation for:

- (A) inclusion in the minutes; or
- (B) filing with the corporate records.
- (c) A waiver satisfies the requirements of Subsection (1)(b) if communicated by electronic transmission.
- (d) The delivery and filing required under Subsection (1)(b) may not be conditions of the effectiveness of the waiver.
- (2) A member's attendance at a meeting:
 - (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice; and
 - (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Amended by Chapter 240, 2015 General Session

16-6a-706 Record date -- Determining members entitled to notice and vote.

- (1)
 - (a) The bylaws may fix or provide the manner of fixing a date as the record date for determining the members entitled to notice of a members' meeting.
 - (b) If the bylaws do not fix or provide for fixing a record date described in Subsection (1)(a), the board of directors may fix a future date as the record date.
 - (c) If a record date is not fixed in accordance with Subsection (1)(a) or (b), members entitled to notice of the meeting are the members of the nonprofit corporation:
 - (i) at the close of business on the business day preceding the day on which notice is given; or
 - (ii) if notice is waived, at the close of business on the business day preceding the day on which the meeting is held.
- (2)
 - (a) The bylaws may fix or provide the manner of fixing a date as the record date for determining the members entitled to vote at a members' meeting.
 - (b) If the bylaws do not fix or provide for fixing a record date described in Subsection (2)(a), the board may fix a future date as the record date.
 - (c) If a record date is not fixed in accordance with Subsection (2)(a) or (b), members entitled to vote at the meeting are the members of the nonprofit corporation:
 - (i) on the date of the meeting; and
 - (ii) who are otherwise eligible to vote.
- (3)
 - (a) The bylaws may fix or provide the manner for determining a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action.
 - (b) If the bylaws do not fix or provide for fixing a record date described in Subsection (3)(a), the board of directors may fix a future date as the record date.
 - (c) If a record date is not fixed in accordance with Subsection (3)(a) or (b), members entitled to exercise the right are members of the nonprofit corporation at the later of:
 - (i) the close of business on the day on which the board adopts the resolution relating to the exercise of the right; or
 - (ii) the close of business on the 60th day before the date of the exercise of the right.

- (4) A record date fixed under this section may not be more than 70 days before the meeting or action requiring a determination of members occurs.
- (5)
 - (a) A determination of members entitled to notice of or to vote at a meeting of members is effective for any adjournment of the meeting unless the board of directors fixes a new date for determining the right to notice or the right to vote.
 - (b) The board of directors shall fix a new date for determining the right to notice or the right to vote if the meeting is adjourned to a date more than 120 days after the record date for determining members entitled to notice of the original meeting.
- (6) If a court orders a meeting adjourned to a date more than 120 days after the date fixed for the original meeting, the court may:
 - (a) provide that the original record date for notice or voting continues in effect; or
 - (b) fix a new record date for notice or voting.

Amended by Chapter 197, 2002 General Session

16-6a-707 Action without meeting.

- (1) Unless otherwise provided in the articles of incorporation and Subsection (5), and subject to the limitations of Subsection 16-6a-1704(3), any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice, if one or more consents in writing, setting forth the action taken, are signed by the members having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted.
- (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 10 days before the consummation of the transaction, action, or event authorized by the member action to:
 - (i) those members entitled to vote who have not consented in writing; and
 - (ii) those members:
 - (A) not entitled to vote; and
 - (B) to whom this chapter requires that notice of the proposed action be given.
 - (b) The notice required pursuant to Subsection (2)(a) shall contain or be accompanied by the same material that under this chapter would have been required to be sent in a notice of meeting at which the proposed action would have been submitted to the members for action.
- (3) Any member giving a written consent, or the member's proxyholder or a personal representative of the member or their respective proxyholder, may revoke the consent by a signed writing:
 - (a) describing the action;
 - (b) stating that the member's prior consent is revoked; and
 - (c) that is received by the nonprofit corporation prior to the effectiveness of the action.
- (4)
 - (a) A member action taken pursuant to this section is not effective unless all written consents on which the nonprofit corporation relies for the taking of an action pursuant to Subsection (1) are:
 - (i) received by the nonprofit corporation within a 60-day period; and
 - (ii) not revoked pursuant to Subsection (3).
 - (b) Action taken by the members pursuant to this section is effective:

- (i) as of the date the last written consent necessary to effect the action is received by the nonprofit corporation; or
 - (ii) if all of the written consents necessary to effect the action specify a later date as the effective date of the action, the later date specified in the consents.
- (c) If the nonprofit corporation has received written consents in accordance with Subsection (1) signed by all members entitled to vote with respect to the action, the effective date of the member action may be any date that is specified in all the written consents as the effective date of the member action.
- (d)
- (i) Unless otherwise provided by the bylaws, a member may deliver a written consent under this section by an electronic transmission that provides the nonprofit corporation with a complete copy of the written consent.
 - (ii) An electronic transmission consenting to an action under this section is considered to be written, signed, and dated for purposes of this section if the electronic transmission is delivered with information from which the corporation can determine:
 - (A) that the electronic transmission is transmitted by the member; and
 - (B) the date on which the electronic transmission is transmitted.
 - (iii) The date on which an electronic transmission is transmitted is considered the date on which a consent is signed.
- (5) Notwithstanding Subsection (1), directors may not be elected by written consent except by unanimous written consent of all members entitled to vote for the election of directors.
- (6) If not otherwise determined under Section 16-6a-703 or 16-6a-706, the record date for determining the members entitled to take action without a meeting or entitled to be given notice under Subsection (2) of action taken without a meeting is the date the first member delivers to the nonprofit corporation a writing upon which the action is taken pursuant to Subsection (1).
- (7) Action taken under this section has the same effect as action taken at a meeting of members and may be so described in any document.

Amended by Chapter 240, 2015 General Session

16-6a-708 Meetings by telecommunication.

- (1) Unless otherwise provided in the bylaws, any or all of the members may participate in an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting.
- (2) A member participating in a meeting by a means permitted under Subsection (1) is considered to be present in person at the meeting.

Enacted by Chapter 300, 2000 General Session

16-6a-709 Action by written ballot.

- (1) Unless otherwise provided by the bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the nonprofit corporation delivers a written ballot to every member entitled to vote on the matter.
- (2) A written ballot described in Subsection (1) shall:
 - (a) set forth each proposed action; and
 - (b) provide an opportunity to vote for or against each proposed action.
- (3)

- (a) Approval by written ballot pursuant to this section shall be valid only when:
 - (i) the time, as determined under Subsection (8), by which all ballots must be received by the nonprofit corporation has passed so that a quorum can be determined; and
 - (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- (b) Unless otherwise provided in this chapter or in accordance with Section 16-6a-716, for purposes of taking action by written ballot the number of votes cast by written ballot pursuant to this section constitute a quorum for action on the matter.
- (4) All solicitations for votes by written ballot shall:
 - (a) indicate the number of responses needed to meet the quorum requirements;
 - (b) state the percentage of approvals necessary to approve each matter other than election of directors;
 - (c) specify the time by which a ballot must be received by the nonprofit corporation in order to be counted; and
 - (d) be accompanied by written information sufficient to permit each person casting the ballot to reach an informed decision on the matter.
- (5) Unless otherwise provided by the bylaws, a written ballot may not be revoked.
- (6) Action taken under this section has the same effect as action taken at a meeting of members and may be described as such in any document.
- (7) Unless otherwise provided by the bylaws, a written ballot delivered to every member entitled to vote on the matter or matters therein, as described in this section, may also be used in connection with any annual, regular, or special meeting of members, thereby allowing members the choice of either voting in person or by written ballot delivered by a member to the nonprofit corporation in lieu of attendance at such meeting. Any written ballot shall comply with the requirements of Subsection (2) and shall be counted equally with the votes of members in attendance at any meeting for every purpose, including satisfaction of a quorum requirement.
- (8)
 - (a) Members shall be provided a fair and reasonable amount of time before the day on which the nonprofit corporation must receive ballots.
 - (b) An amount of time is considered to be fair and reasonable if:
 - (i) members are given at least 15 days from the day on which the notice is mailed, if the notice is mailed by first-class or registered mail;
 - (ii) members are given at least 30 days from the day on which the notice is mailed, if the notice is mailed by other than first-class or registered mail; or
 - (iii) considering all the circumstances, the amount of time is otherwise reasonable.

Amended by Chapter 378, 2010 General Session

16-6a-710 Members' list for meeting and action by written ballot.

- (1)
 - (a) Unless otherwise provided by the bylaws, after fixing a record date for a notice of a meeting or for determining the members entitled to take action by written ballot, a nonprofit corporation shall prepare a list of the names of all the nonprofit corporation's members who are:
 - (i)
 - (A) entitled to notice of the meeting; and
 - (B) to vote at the meeting; or
 - (ii) to take the action by written ballot.

- (b) The list required by Subsection (1) shall:
 - (i) be arranged by voting group;
 - (ii) be alphabetical within each voting group;
 - (iii) show the address of each member entitled to notice of, and to vote at, the meeting or to take such action by written ballot; and
 - (iv) show the number of votes each member is entitled to vote at the meeting or by written ballot.
- (2)
 - (a) If prepared in connection with a meeting of the members, the members' list required by Subsection (1) shall be available for inspection by any member entitled to vote at the meeting:
 - (i)
 - (A) beginning the earlier of:
 - (I) 10 days before the meeting for which the list was prepared; or
 - (II) two business days after notice of the meeting is given; and
 - (B) continuing through the meeting, and any adjournment of the meeting; and
 - (ii)
 - (A) at the nonprofit corporation's principal office; or
 - (B) at a place identified in the notice of the meeting in the city where the meeting will be held.
 - (b)
 - (i) The nonprofit corporation shall make the members' list required by Subsection (1) available at the meeting.
 - (ii) Any member entitled to vote at the meeting or an agent or attorney of a member entitled to vote at the meeting is entitled to inspect the members' list at any time during the meeting or any adjournment.
 - (c) A member entitled to vote at the meeting, or an agent or attorney of a member entitled to vote at the meeting, is entitled on written demand to inspect and, subject to Subsection 16-6a-1602(3) and Subsections 16-6a-1603(2) and (3), to copy a members' list required by Subsection (1):
 - (i) during:
 - (A) regular business hours; and
 - (B) the period it is available for inspection; and
 - (ii) at the member's expense.
- (3)
 - (a) A member of a nonprofit corporation may petition a court with jurisdiction under Title 78A, Judiciary and Judicial Administration, if the nonprofit corporation refuses to allow a member entitled to vote at the meeting or by the written ballot, or an agent or attorney of a member entitled to vote at the meeting or by the written ballot, to inspect or copy the members' list during the period the nonprofit corporation is required to be available for inspection under Subsection (2).
 - (b) If a petition is filed under Subsection (3)(a), the court may:
 - (i) summarily order the inspection or copying of the members' list at the nonprofit corporation's expense; and
 - (ii) until the inspection or copying is complete:
 - (A) postpone or adjourn the meeting for which the members' list was prepared; or
 - (B) postpone the time when the nonprofit corporation must receive written ballots in connection with which the members' list was prepared.
- (4) If a court orders inspection or copying of a members' list pursuant to Subsection (3), unless the nonprofit corporation proves that it refused inspection or copying of the list in good faith

because it had a reasonable basis for doubt about the right of the member or the agent or attorney of the member to inspect or copy the members' list:

- (a) the court shall order the nonprofit corporation to pay the member's costs, including reasonable counsel fees, incurred in obtaining the order;
 - (b) the court may order the nonprofit corporation to pay the member for any damages the member incurred; and
 - (c) the court may grant the member any other remedy afforded the member by law.
- (5) If a court orders inspection or copying of a members' list pursuant to Subsection (3), the court may impose reasonable restrictions on the use or distribution of the list by the member.
- (6) Failure to prepare or make available the members' list does not affect the validity of action taken at the meeting or by means of the written ballot.

Amended by Chapter 401, 2023 General Session

16-6a-711 Voting entitlement generally.

- (1) Unless otherwise provided by the bylaws:
- (a) only voting members may vote with respect to any matter required or permitted under this chapter to be submitted to a vote of the members;
 - (b) all references in this chapter to votes of or voting by the members permit voting only by the voting members; and
 - (c) voting members may vote with respect to all matters required or permitted under this chapter to be submitted to a vote of the members.
- (2) Unless otherwise provided by the bylaws, each member entitled to vote may cast:
- (a) one vote on each matter submitted to a vote of members for nonprofit corporations other than those in Subsection (2)(b); and
 - (b) one vote for each share held by the member on each matter submitted for a vote of members if the nonprofit corporation issues shares to its members.
- (3) Unless otherwise provided by the bylaws, if a membership stands of record in the names of two or more persons, the membership's acts with respect to voting have the following effect:
- (a) If only one votes, the act binds all of the persons whose membership is jointly held.
 - (b) If more than one votes, the vote is divided on a pro-rata basis.

Amended by Chapter 240, 2015 General Session

16-6a-712 Proxies.

- (1) Unless otherwise provided by the bylaws, a member entitled to vote may vote or otherwise act in person or by proxy.
- (2) Without limiting the manner in which a member may appoint a proxy to vote or otherwise act for the member, Subsections (2)(a) and (b) constitute valid means of appointing a proxy.
- (a) A member may appoint a proxy by signing an appointment form, either personally or by the member's attorney-in-fact.
 - (b)
 - (i) Subject to Subsection (2)(b)(ii) a member may appoint a proxy by transmitting or authorizing the transmission of a telegram, teletype, facsimile, or other electronic transmission providing a written statement of the appointment to:
 - (A) the proxy;
 - (B) a proxy solicitor;
 - (C) a proxy support service organization;

- (D) another person duly authorized by the proxy to receive appointments as agent for the proxy; or
- (E) the nonprofit corporation.
- (ii) An appointment transmitted under Subsection (2)(b)(i) shall set forth or be transmitted with written evidence from which it can be determined that the member transmitted or authorized the transmission of the appointment.
- (3)
 - (a) An appointment of a proxy is effective against the nonprofit corporation when received by the nonprofit corporation, including receipt by the nonprofit corporation of an appointment transmitted pursuant to Subsection (2)(b).
 - (b) An appointment is valid for 11 months unless a different period is expressly provided in the appointment form.
- (4) Any complete copy, including an electronic transmission, of an appointment of a proxy may be substituted for or used in lieu of the original appointment for any purpose for which the original appointment could be used.
- (5) An appointment of a proxy is revocable by the member.
- (6) An appointment of a proxy is revoked by the person appointing the proxy:
 - (a) attending any meeting and voting in person; or
 - (b) signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes:
 - (i) a writing stating that the appointment of the proxy is revoked; or
 - (ii) a subsequent appointment form.
- (7) The death or incapacity of the member appointing a proxy does not affect the right of the nonprofit corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises the proxy's authority under the appointment.
- (8) Subject to Section 16-6a-713 and to any express limitation on the proxy's authority appearing on the appointment form, a nonprofit corporation is entitled to accept the proxy's vote or other action as that of the member making the appointment.

Amended by Chapter 240, 2015 General Session

16-6a-713 Nonprofit corporation's acceptance of votes.

- (1) If the name signed on any of the following corresponds to the name of a member, the nonprofit corporation, if acting in good faith, may accept and give the following effect as the act of the member:
 - (a) a vote;
 - (b) a consent;
 - (c) a written ballot;
 - (d) a waiver;
 - (e) a proxy appointment; or
 - (f) a proxy appointment revocation.
- (2) If the name signed on any writing listed in Subsection (1) does not correspond to the name of a member, the nonprofit corporation, if acting in good faith, may accept the writing and give it effect as the act of the member if:
 - (a)
 - (i) the member is an entity; and
 - (ii) the name signed purports to be that of an officer or agent of the entity;

- (b)
 - (i) the name signed purports to be that of an administrator, executor, guardian, or conservator representing the member; and
 - (ii) evidence of fiduciary status acceptable to the nonprofit corporation with respect to the writing listed in Subsection (1) that:
 - (A) has been requested by the nonprofit corporation; and
 - (B) is presented to the nonprofit corporation;
 - (c)
 - (i) the name signed purports to be that of a receiver or trustee in bankruptcy of the member; and
 - (ii) evidence of this status acceptable to the nonprofit corporation with respect to the writing listed in Subsection (1) that:
 - (A) has been requested by the nonprofit corporation; and
 - (B) is presented to the nonprofit corporation;
 - (d)
 - (i) the name signed purports to be that of a pledgee, beneficial owner, or attorney-in-fact of the member; and
 - (ii) evidence acceptable to the nonprofit corporation of the signatory's authority to sign for the member has been presented with respect to the writing listed in Subsection (1) that:
 - (A) has been requested by the nonprofit corporation; and
 - (B) is presented to the nonprofit corporation;
 - (e)
 - (i) two or more persons are the member as cotenants or fiduciaries;
 - (ii) the name signed purports to be the name of at least one of the cotenants or fiduciaries; and
 - (iii) the person signing appears to be acting on behalf of all the cotenants or fiduciaries; or
 - (f) the acceptance of the writing listed in Subsection (1) is otherwise proper under rules established by the nonprofit corporation that are not inconsistent with this Subsection (2).
- (3) The nonprofit corporation is entitled to reject a writing listed in Subsection (1) if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about:
- (a) the validity of the signature on it; or
 - (b) the signatory's authority to sign for the member.
- (4) The nonprofit corporation and its officer or agent who accepts or rejects a writing listed in Subsection (1) in good faith and in accordance with the standards of this section are not liable in damages for the consequences of the acceptance or rejection.
- (5) Corporate action based on the acceptance or rejection of a writing listed in Subsection (1) under this section is valid unless a court of competent jurisdiction determines otherwise.

Enacted by Chapter 300, 2000 General Session

16-6a-714 Quorum and voting requirements for voting groups.

- (1)
 - (a) Members entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those members exists with respect to that matter.
 - (b) Unless otherwise provided in this chapter or in accordance with Section 16-6a-716, at a meeting of the voting group, the members of the voting group that are represented for any purpose at the meeting constitute a quorum of that voting group for action on a matter.

- (2) Once a member is represented for any purpose at a meeting, including the purpose of determining that a quorum exists, the member is considered present for quorum purposes:
 - (a) for the remainder of the meeting; and
 - (b) for any adjournment of that meeting, unless:
 - (i) otherwise provided in the bylaws; or
 - (ii) a new record date is or shall be set for that adjourned meeting.
- (3) Action on a matter other than the election of directors by a voting group is approved if:
 - (a) a quorum exists;
 - (b) the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action; and
 - (c) a greater number of affirmative votes is not required by this chapter or the bylaws.
- (4) The election of directors is governed by Section 16-6a-717.

Amended by Chapter 13, 2001 Special Session 1

Amended by Chapter 13, 2001 Special Session 1

16-6a-715 Action by single and multiple voting groups.

- (1) If this chapter or the bylaws provide for voting by a single voting group on a matter, action on that matter is taken when voted upon by that voting group as provided in Section 16-6a-714.
- (2)
 - (a) If this chapter or the bylaws provide for voting by two or more voting groups on a matter, action on that matter is taken only when voted upon by each of those voting groups counted separately as provided in Section 16-6a-714.
 - (b) One voting group may vote on a matter even though no action is taken by another voting group entitled to vote on the matter.

Enacted by Chapter 300, 2000 General Session

16-6a-716 Greater quorum or voting requirements.

- (1) The articles of incorporation or bylaws may provide for a greater:
 - (a) quorum requirement for members or voting groups than is provided for by this chapter; or
 - (b) voting requirement for members or voting groups than is provided by this chapter.
- (2) Except as provided in Subsection (3), an amendment to the articles of incorporation or the bylaws that adds, changes, or deletes a greater quorum or voting requirement shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the greater of the quorum and voting requirements:
 - (a) then in effect; or
 - (b) proposed to be adopted.
- (3) Notwithstanding Subsection (2), a nonprofit organization that is affiliated with a religious organization may make an amendment to the nonprofit organization's articles of incorporation or bylaws in accordance with the direction of the religious organization's religious authorities.

Amended by Chapter 191, 2023 General Session

16-6a-717 Voting for directors -- Cumulative voting.

- (1) If the bylaws provide for cumulative voting for directors by the voting members, voting members may cumulatively vote, by:

- (a) multiplying the number of votes the voting members are entitled to cast by the number of directors for whom they are entitled to vote; and
- (b)
 - (i) casting the product for a single candidate; or
 - (ii) distributing the product among two or more candidates.
- (2) Cumulative voting is not authorized at a particular meeting unless:
 - (a) the meeting notice or statement accompanying the notice states that cumulative voting will take place; or
 - (b)
 - (i) a voting member gives notice during the meeting and before the vote is taken of the voting member's intent to cumulate votes; and
 - (ii) if one voting member gives this notice, all other voting members participating in the election are entitled to cumulate their votes without giving further notice.
- (3)
 - (a) Unless otherwise provided in the bylaws, in an election of multiple directors, that number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, are elected to the board of directors.
 - (b) Unless otherwise provided in the bylaws, when only one director is being voted upon, the candidate having the highest number of votes cast in his or her favor is elected to the board of directors.

Amended by Chapter 127, 2001 General Session

16-6a-718 Voting agreements.

- (1) Two or more members may provide for the manner in which they will vote by signing an agreement for that purpose.
- (2) A voting agreement created under this section is specifically enforceable.

Enacted by Chapter 300, 2000 General Session