

16-6a-302 General powers.

Unless its articles of incorporation provide otherwise, and except as restricted by the Utah Constitution, every nonprofit corporation has:

- (1) perpetual duration and succession in its corporate name; and
- (2) the same powers as an individual to do all things necessary or convenient to carry out its permitted activities and affairs, including without limitation the power to:
 - (a) sue and be sued, complain and defend in its corporate name;
 - (b)
 - (i) have a corporate seal, that may be altered at will; and
 - (ii) use the corporate seal, or a facsimile of the corporate seal, by impressing or affixing it or in any other manner reproducing it;
 - (c) make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing and regulating the affairs of the nonprofit corporation;
 - (d) purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
 - (e) sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property and assets;
 - (f) purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;
 - (g) make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of any of its property, assets, franchises, or income;
 - (h) lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except that a nonprofit corporation may not lend money to or guarantee the obligation of a director or officer of the nonprofit corporation;
 - (i) be an agent, associate, fiduciary, manager, member, partner, promoter, or trustee of, or to hold any similar position with, any entity;
 - (j) conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state;
 - (k)
 - (i) elect directors and appoint officers, employees, and agents of the nonprofit corporation;
 - (ii) define the duties of the directors, officers, employees, and agents; and
 - (iii) fix the compensation of the directors, officers, employees, and agents;
 - (l) pay compensation in a reasonable amount to its directors, officers, or members for services rendered, including:
 - (i) payment of advances for expenses reasonably expected to be incurred; and
 - (ii) expenses relating to relocation of directors, officers, or employees;
 - (m) pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents;
 - (n) make contributions to or for any person for:
 - (i) the public welfare;
 - (ii) charitable, religious, scientific, or educational purposes; or
 - (iii) for other purposes that further the corporate interest;
 - (o) pursue any lawful activity that will aid governmental policy;

- (p) make payments or do any other act, not inconsistent with law, that furthers the business and affairs of the nonprofit corporation;
- (q) establish rules governing the conduct of the business and affairs of the nonprofit corporation in the event of an emergency;
- (r) impose dues, assessments, admission fees, and transfer fees upon its members;
- (s)
 - (i) establish conditions for admission of members;
 - (ii) admit members; and
 - (iii) issue or transfer membership;
- (t) carry on a business;
- (u) indemnify current or former directors, officers, employees, fiduciaries, or agents as provided in this chapter;
- (v) limit the liability of its directors as provided in Subsection 16-6a-823(1);
- (w) cease its corporate activities and dissolve; and
- (x) issue certificates or stock evidencing:
 - (i) membership in the nonprofit corporation; or
 - (ii) interests in water or other property rights.

Amended by Chapter 127, 2001 General Session