

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