

**16-6a-816 Quorum and voting.**

- (1) Unless a greater or lesser number is required by the bylaws, a quorum of a board of directors consists of a majority of the number of directors in office immediately before the meeting begins.
- (2) The bylaws may authorize a quorum of a board of directors to consist of:
  - (a) no fewer than:
    - (i) one-third of the number of directors fixed if the nonprofit corporation has a fixed board size; and
    - (ii) no fewer than two directors in all circumstances;
  - (b) if a range for the size of the board is established pursuant to Subsection 16-6a-803(2), no fewer than one-third of the number of directors:
    - (i) fixed in accordance with Subsection 16-6a-803(2); or
    - (ii) in office immediately before the meeting begins, if no number is fixed in accordance with Subsection 16-6a-803(2).
- (3) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless the vote of a greater number of directors is required by this chapter or the bylaws.
- (4)
  - (a) If provided in the bylaws, for purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy:
    - (i) to another director who is present at the meeting; and
    - (ii) authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.
  - (b) Except as provided in this Subsection (4) and as permitted by Section 16-6a-813, directors may not vote or otherwise act by proxy.
  - (c) Notwithstanding Subsection (4)(a), a director may grant a proxy to a person who is not a director if:
    - (i) permitted by the bylaws; and
    - (ii) the proxy meets all other requirements of Subsection (4)(a).
- (5) A director who is present at a meeting of the board of directors when corporate action is taken is considered to have assented to all action taken at the meeting unless:
  - (a)
    - (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting; and
    - (ii) after objecting, the director does not vote for or assent to any action taken at the meeting;
  - (b) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or
  - (c) the director causes written notice of the director's dissent or abstention as to any specific action to be received by:
    - (i) the presiding officer of the meeting before adjournment of the meeting; or
    - (ii) the nonprofit corporation promptly after adjournment of the meeting.
- (6) The right of dissent or abstention pursuant to Subsection (5) as to a specific action is not available to a director who votes in favor of the action taken.

Amended by Chapter 386, 2009 General Session

