

Effective 5/12/2015

16-6a-817 Committees of the board.

- (1) Unless otherwise provided in the bylaws, the board of directors may:
 - (a) create one or more committees of the board; and
 - (b) appoint two or more directors to serve on the committees created under Subsection (1)(a).
- (2) Unless otherwise provided in the bylaws, the creation of a committee of the board and appointment of directors to it shall be approved by the greater of:
 - (a) a majority of all the directors in office when the action is taken; or
 - (b) the number of directors required by the bylaws to take action under Section 16-6a-816.
- (3) Unless otherwise provided in the bylaws, a committee of the board and the members of the committee are subject to Sections 16-6a-812 through 16-6a-816, which govern:
 - (a) meetings;
 - (b) action without meeting;
 - (c) notice;
 - (d) waiver of notice; and
 - (e) quorum and voting requirements.
- (4) To the extent stated in the bylaws or by the board of directors, each committee of the board shall have the authority of the board of directors as described in Section 16-6a-801, except that a committee of the board may not:
 - (a) authorize distributions;
 - (b) approve or propose to members any action required by this chapter to be approved by members;
 - (c) elect, appoint, or remove a director;
 - (d) amend articles of incorporation;
 - (e) adopt, amend, or repeal bylaws;
 - (f) approve a plan of conversion or a plan of merger not requiring member approval; or
 - (g) approve a sale, lease, exchange, or other disposition of all, or substantially all, of its property, with or without goodwill, otherwise than in the usual and regular course of business.
- (5) The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in Section 16-6a-822.
- (6)
 - (a) Subject to Subsection (6)(b), nothing in this part shall prohibit or restrict a nonprofit corporation from establishing in its bylaws or by action of the board of directors or otherwise one or more committees, advisory boards, auxiliaries, or other bodies of any kind:
 - (i) having the members and rules of procedure as the bylaws or board of directors may provide;
 - (ii) established to provide the advice, service, and assistance to the nonprofit corporation as may be specified in the bylaws or by the board of directors; and
 - (iii) established to carry out the duties and responsibilities for the nonprofit corporation, as may be specified in the bylaws or by the board of directors.
 - (b) Notwithstanding Subsection (6)(a), if any committee or other body established under Subsection (6)(a) has one or more members who are entitled to vote on committee matters and who are not then also directors, the committee or other body may not exercise any power or authority reserved to the board of directors, in this chapter or in the bylaws.

Amended by Chapter 240, 2015 General Session