

**3-1-13.8 Director committees.**

- (1)
  - (a) Unless otherwise provided by the articles of incorporation or bylaws, a board of directors may create one or more committees and appoint members of the board of directors to serve on them.
  - (b) Each committee shall have two or more members who serve at the discretion of the board of directors.
- (2) The creation of a committee and appointment of members 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 articles of incorporation or bylaws to take action under Section 3-1-13.6.
- (3) Sections 3-1-13.2 and 3-1-13.6 shall apply to committees and their members.
- (4) The board of directors, the articles of incorporation, or the bylaws may provide the scope of the authority that each committee may exercise.
- (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 3-1-13.3.

Amended by Chapter 378, 2010 General Session