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- 127 delivers to the corporation a writing upon which the action is taken pursuant to Subsection (1).
- 128  $\{-(7)^{-}\}$  (8) Action taken under this section has the same effect as action taken at a meeting of 129 shareholders and may be so described in any document.

Respectfully,

John L. Valentine Committee Chair

Voting: 5-0-3 3 SB0095.SC1.WPD bhowe/BRH PO/BRH 1/24/11 4:00 pm









## UTAH STATE SENATE

UTAH STATE CAPITOL COMPLEX • 320 STATE CAPITOL P.O. BOX 145115 • SALT LAKE CITY, UTAH 84114-5115 • (801) 538-1035

January 24, 2011

Mr. President:

The Business and Labor Committee reports a favorable recommendation on **S.B. 95**, SHAREHOLDER ACTION WITHOUT MEETING, by Senator B. McAdams, with the following amendments:

- 1. Page 5, Lines 122 through 129:
  - 122 {+} {-(5)} (6) Notwithstanding Subsection (1), directors may not be elected by written consent
  - 123 except by unanimous written consent of all shares entitled to vote for the election of directors. {+}
  - 124  $\{-(6)-\}$  (7) If not otherwise determined under Sections 16-10a-703 or 16-10a-707, the record
  - 125 date for determining shareholders entitled to take action without a meeting or entitled to be
  - 126 given notice under Subsection (2) [of action so taken] or (3) is the date the first shareholder





