

S.B. 95
SHAREHOLDER ACTION WITHOUT MEETING

SENATE COMMITTEE AMENDMENTS

AMENDMENT 1

JANUARY 24, 2011 11:11 AM

Senator **Benjamin M. McAdams** proposes 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
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.