§802. Procedure to amend articles of incorporation

1. Amendments. Amendments to the articles of incorporation shall be made in the following manner.

A. If there are members entitled to vote thereon, the board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in this Act for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. [PL 1977, c. 525, §13 (NEW).]

B. If there are no members, or no members entitled to vote thereon, an amendment shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office. [PL 1977, c. 525, §13 (NEW).]

C. Upon adoption, articles of amendment shall be executed and delivered for filing as provided in sections 104 and 106. [PL 1977, c. 525, §13 (NEW).]

[PL 1977, c. 525, §13 (NEW).]

2. Number of amendments. Any number of amendments may be submitted and voted upon at any one meeting.

[PL 1977, c. 525, §13 (NEW).]

3. Provision prescribing amendment of articles. The articles of incorporation may contain a provision prescribing for amendment of the articles a vote greater than, but in no event less than, that prescribed by subsection 1.

[PL 1977, c. 525, §13 (NEW).]

4. Articles of incorporation amended. The articles of incorporation may be amended by written consent of all members entitled to vote on such amendment, as provided by section 606. If such unanimous written consent is given, no resolution of the board of directors proposing the amendment is necessary.

[PL 1977, c. 525, §13 (NEW).]

5. Amendment of articles of incorporation of public benefit corporation. If an amendment of the articles of incorporation of a public benefit corporation results in a material change in the nature of the activities conducted by the corporation, the corporation shall give notice to the Attorney General of the amendment simultaneously with the filing of the amended articles with the Secretary of State.

[PL 2001, c. 550, Pt. C, §19 (NEW); PL 2001, c. 550, Pt. C, §29 (AFF).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 2001, c. 550, §C19 (AMD). PL 2001, c. 550, §C29 (AFF).

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