

# HOUSE BILL No. 5318

October 18, 2005, Introduced by Reps. Mortimer, Huizenga, Vander Veen, Baxter, Wenke, Taub and Tobocman and referred to the Committee on Commerce.

A bill to amend 1972 PA 284, entitled  
"Business corporation act,"  
by amending section 528 (MCL 450.1528), as amended by 1997 PA 118.

## THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

1       Sec. 528. (1) A committee designated pursuant to section 527,  
2       to the extent provided in ~~the~~ A resolution of the board or in the  
3       bylaws, may exercise all powers and authority of the board in  
4       management of the business and affairs of the corporation. A  
5       committee does not have power or authority to do any of the  
6       following:

7       (a) Amend the articles of incorporation, except that a  
8       committee may prescribe the relative rights and preferences of the  
9       shares of a series pursuant to section 302(3).

10       (b) Adopt an agreement of merger or share exchange.

1 (c) Recommend to shareholders the sale, lease, or exchange of  
2 all or substantially all of the corporation's property and assets.

3 (d) Recommend to shareholders a dissolution of the corporation  
4 or a revocation of a dissolution.

5 (e) Amend the bylaws of the corporation.

6 (f) Fill vacancies in the board.

7 (2) Unless ~~the~~ **A resolution OF THE BOARD, THE** articles OF  
8 **INCORPORATION**, or **THE** bylaws expressly provide the power or  
9 authority, a committee does not have the power or authority to  
10 declare a distribution or dividend or to authorize the issuance of  
11 shares.

12 **(3) UNLESS OTHERWISE PROVIDED IN A RESOLUTION OF THE BOARD,**  
13 **THE ARTICLES OF INCORPORATION, OR THE BYLAWS, A COMMITTEE MAY**  
14 **CREATE 1 OR MORE SUBCOMMITTEES. EACH SUBCOMMITTEE SHALL CONSIST OF**  
15 **1 OR MORE MEMBERS OF THE COMMITTEE. THE COMMITTEE MAY DELEGATE ALL**  
16 **OR PART OF ITS POWER OR AUTHORITY TO A SUBCOMMITTEE.**