

Act No. 65
Public Acts of 2006
Approved by the Governor
March 16, 2006
Filed with the Secretary of State
March 20, 2006
EFFECTIVE DATE: March 20, 2006

STATE OF MICHIGAN
93RD LEGISLATURE
REGULAR SESSION OF 2006

Introduced by Reps. Mortimer, Huizenga, Vander Veen, Baxter, Wenke, Taub and Tobocman

ENROLLED HOUSE BILL No. 5318

AN ACT to amend 1972 PA 284, entitled "An act to provide for the organization and regulation of corporations; to prescribe their duties, rights, powers, immunities and liabilities; to provide for the authorization of foreign corporations within this state; to prescribe the functions of the administrator of this act; to prescribe penalties for violations of this act; and to repeal certain acts and parts of acts," by amending section 528 (MCL 450.1528), as amended by 1997 PA 118.

The People of the State of Michigan enact:

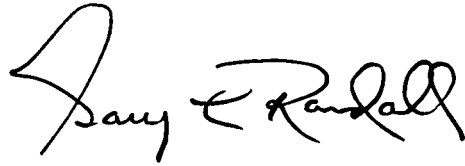
Sec. 528. (1) A committee designated pursuant to section 527, to the extent provided in a resolution of the board or in the bylaws, may exercise all powers and authority of the board in management of the business and affairs of the corporation. A committee does not have power or authority to do any of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

- (a) Amend the articles of incorporation, except that a committee may prescribe the relative rights and preferences of the shares of a series pursuant to section 302(3).
- (b) Adopt an agreement of merger or share exchange.
- (c) Recommend to shareholders the sale, lease, or exchange of all or substantially all of the corporation's property and assets.
- (d) Recommend to shareholders a dissolution of the corporation or a revocation of a dissolution.
- (e) Amend the bylaws of the corporation.
- (f) Fill vacancies in the board.

(2) Unless a resolution of the board, the articles of incorporation, or the bylaws expressly provide the power or authority, a committee does not have the power or authority to declare a distribution or dividend or to authorize the issuance of shares.

(3) Unless otherwise provided in a resolution of the board, the articles of incorporation, or the bylaws, a committee may create 1 or more subcommittees. Each subcommittee shall consist of 1 or more members of the committee. The committee may delegate all or part of its power or authority to a subcommittee.

This act is ordered to take immediate effect.



Clerk of the House of Representatives



Secretary of the Senate

Approved

Governor