

NONPROFIT CORPORATION ACT (EXCERPT)
Act 162 of 1982

450.2305 Corporation organized on directorship basis; members; voting; matters subject to action by board of directors.

Sec. 305. (1) A corporation that is organized on a directorship basis may or may not have members. If a corporation that is organized on a directorship basis has members, the members are not entitled to notice of or to vote on any matter, including, but not limited to, any action denying, limiting, or otherwise prescribing their rights as members or excluding them from membership.

(2) Except as otherwise provided in this act, all matters that are subject to membership vote or other action under this act in the case of a membership corporation are subject to duly authorized action by the board of directors of a directorship corporation. This subsection does not, however, allow the board of directors of a directorship corporation to adopt an amendment to the articles of incorporation under section 407(1) permitting action by the board of directors by less than unanimous written consent.

History: 1982, Act 162, Eff. Jan. 1, 1983;—Am. 2014, Act 557, Imd. Eff. Jan. 15, 2015.