

**NONPROFIT CORPORATION ACT (EXCERPT)**  
**Act 162 of 1982**

**450.2523 Quorum; vote constituting action of board or committee; amendment of bylaws.**

Sec. 523. (1) A majority of the members of a board who are then in office, or of the members of a committee of the board, constitutes a quorum for the transaction of business, unless the articles of incorporation or bylaws, or in the case of a committee, the board resolution that establishes the committee, provide for a larger or smaller number. However, a quorum of the board may not be less than 1/3 of the members of the board who are then in office and a quorum of an executive committee acting on behalf of the board under section 527 may not be less than 1/3 of members of the executive committee. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board or of the committee, unless the vote of a larger number is required under this act, the articles of incorporation, or the bylaws, or in the case of a committee, the board resolution that establishes the committee.

(2) Amendment of the bylaws by a board requires the vote of not less than a majority of the members of the board then in office, unless the articles of incorporation or bylaws provide for a larger number.

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