

NONPROFIT CORPORATION ACT (EXCERPT)
Act 162 of 1982

450.2404 Notice of time, place, and purposes of meeting of shareholders or members; manner; contents; notice of adjourned meeting; notice not given; attendance at meeting; participating and voting by remote communication; meeting without notice.

Sec. 404. (1) Except as otherwise provided in this act, written notice of the time, place, if any, and purposes of a meeting of shareholders or members shall be given in any of the following manners:

(a) Personally, by mail, or by electronic transmission, not less than 10 or more than 60 days before the date of the meeting to each shareholder or member of record that is entitled to vote at the meeting.

(b) By including the notice, prominently displayed, in a newspaper or other periodical that is regularly published at least semiannually by or in behalf of the corporation and addressed and mailed, postage prepaid, to each member or shareholder entitled to vote at the meeting not less than 10 or more than 60 days before the meeting.

(2) A corporation may provide notice to a shareholder or member that is not or may not be entitled to vote at a meeting of shareholders or members in a manner provided in subsection (1), whether or not the notice is required under this act or under other applicable law.

(3) Notice of the purposes of a meeting shall include notice of any proposal a shareholder or member intends to propose, if that proposal is a proper subject for shareholder or member action and the shareholder or member notified the corporation in writing of the shareholder's or member's intention to present the proposal at the meeting. The bylaws may establish reasonable procedures for the submission of proposals to the corporation in advance of a meeting.

(4) If a meeting of the shareholders or members is adjourned to another time or place, it is not necessary, unless the bylaws otherwise provide, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If after an adjournment the board fixes a new record date for the adjourned meeting, the corporation shall give notice of the adjourned meeting to each shareholder or member of record on the new record date that is entitled to notice under subsection (1).

(5) If a meeting of shareholders or members is adjourned under subsection (4), the shareholders or members may only transact business that they might have transacted at the original meeting at the adjourned meeting if a notice of the adjourned meeting is not given. A shareholder, member, or proxy holder may be present and vote at the adjourned meeting by a means of remote communication if that person was permitted to be present and vote by that means of remote communication in the original meeting notice.

(6) A shareholder's or member's attendance at a meeting, in person or by proxy, will result in both of the following:

(a) Waiver of objection to lack of notice or defective notice of the meeting, unless the shareholder or member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

(b) Waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder or member objects to considering the matter when it is presented.

(7) If a shareholder, member, or proxy holder is permitted to participate in and vote at a meeting by remote communication under section 405, the notice described in subsection (1) shall include a description of the means of remote communication by which a shareholder, member, or proxy holder may participate.

(8) This section does not prohibit a corporation from conducting a meeting of its shareholders or members without notice or with the notice prescribed in the articles of incorporation or bylaws, if the meeting is for a purpose or purposes that do not involve the election of directors or the taking of other actions involving control or governance of the corporation for which a vote of the shareholders or members is required under this act, the articles of incorporation, the bylaws, or an agreement under section 488.

History: 1982, Act 162, Eff. Jan. 1, 1983;—Am. 2008, Act 9, Imd. Eff. Feb. 29, 2008;—Am. 2008, Act 222, Imd. Eff. July 16, 2008;—Am. 2014, Act 557, Imd. Eff. Jan. 15, 2015.