

NONPROFIT CORPORATION ACT (EXCERPT)
Act 162 of 1982

450.2528 Executive committee designated under MCL 450.2527(1) or (3); powers and authority; subcommittees.

Sec. 528. (1) An executive committee that is designated under section 527(1) or (3), to the extent provided in the resolution of the board, in the articles of incorporation, or in the bylaws, may exercise any or all powers and authority of the board in management of the business and affairs of the corporation. An executive committee does not have power or authority to do any of the following:

- (a) Amend the articles of incorporation.
- (b) Adopt an agreement of merger or conversion.
- (c) Recommend to shareholders or members the sale, lease, or exchange of all or substantially all of the corporation's property and assets.
- (d) Recommend to shareholders or members a dissolution of the corporation or a revocation of a dissolution.
- (e) Amend the bylaws of the corporation.
- (f) Fill vacancies in the board.
- (g) Fix compensation of the directors for serving on the board or on a committee.
- (h) Cancel shares or terminate memberships.

(2) Unless the resolution, articles of incorporation, or bylaws expressly provide the power or authority, an executive committee does not have power or authority to declare a distribution authorized under section 301 or to authorize the issuance of shares or memberships.

(3) Unless otherwise provided in the resolution, articles of incorporation, or bylaws, an executive committee may create 1 or more subcommittees. Each subcommittee shall consist of 1 or more members of the committee. An executive committee or the board may delegate to a subcommittee any or all of the powers and authority of the committee.

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