

## LEGISLATIVE BILL 422

Approved by the Governor March 3, 1999

Introduced by Kristensen, 37

AN ACT relating to the Nebraska Nonprofit Corporation Act; to amend section 21-19,114, Reissue Revised Statutes of Nebraska; to change provisions relating to amendment of bylaws; to repeal the original section; and to declare an emergency.

Be it enacted by the people of the State of Nebraska,

Section 1. Section 21-19,114, Reissue Revised Statutes of Nebraska, is amended to read:

21-19,114. (a) Unless the Nebraska Nonprofit Corporation Act, the articles, bylaws, the members (acting pursuant to subsection (b) of this section), or the board of directors (acting pursuant to subsection (c) of this section) require a greater vote or voting class, an amendment to a corporation's bylaws to be adopted must be approved:

(1)(i) By the board if the corporation is a public benefit or religious corporation and the amendment does not relate to the number of directors, the composition of the board, the term of office of the directors, or the method or way in which directors are elected or selected;

~~(2) (ii) By the members by two-thirds of the votes cast or a majority of the voting power, whichever is less; and~~

~~(3) (iii) In writing by any person or persons whose approval is required by a provision of the articles authorized by section 21-19,116; or~~

(2) If the articles authorize:

(i)(A) By the board if the amendment does not relate to the number of directors, the composition of the board, the term of office of the directors, or the method or way in which directors are elected or selected; or

(B) By the members by two-thirds of the votes cast or a majority of the voting power, whichever is less; and

(ii) In writing by any person or persons whose approval is required by a provision of the articles authorized by section 21-19,116.

(b) The members may condition the amendment's adoption on its receipt of a higher percentage of affirmative votes or on any other basis.

(c) If the board initiates an amendment to the bylaws or board approval is required or authorized by subsection (a) of this section to adopt an amendment to the bylaws, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.

(d) If the board or the members seek to have the amendment approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in writing in accordance with section 21-1955. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

(e) If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

Sec. 2. Original section 21-19,114, Reissue Revised Statutes of Nebraska, is repealed.

Sec. 3. Since an emergency exists, this act takes effect when passed and approved according to law.