

## Memorandum 76-41

Subject: Study 77.60 - Nonprofit Corporations (Members' Meetings and Consents)

The staff draft of this chapter follows quite closely the provisions of the business corporation law relating to shareholders' meetings and consents. Significant departures are noted below.

Relation of This Chapter to Chapter 7 (Voting of Memberships)

This chapter provides rules for voting at meetings and obtaining written consents to action without a meeting. One very important limitation on this chapter is that a nonprofit corporation, unlike business corporations, may adopt other more liberal means of taking member action--such as mailed ballots or any other reasonable means. See Section 5700 (Chapter 7). Absent alternative provisions by the nonprofit corporation, however, the provisions of this chapter relating to meetings and consents control.

§ 5611. Annual meeting

When the Commission first considered the subject of nonprofit corporations about two years ago, it tentatively decided that a nonprofit corporation should be permitted to dispense with a required meeting of the members if the general consensus is that the meeting is unnecessary. To this end, it adopted a requirement precluding one member alone from calling an overdue meeting and requiring concerted action of 50 members or 10 percent of the membership if an overdue meeting is to be held.

Whether existing nonprofit corporation law requires a meeting annually is not clear. The general rule is that general corporation law provisions apply to nonprofit corporations except as to matters specifically covered in the nonprofit corporation law. Section 9401 appears to imply that the nonprofit corporation has plenary authority over scheduling its meetings, and Section 9600 provides that members' meetings are to be called and held as ordered by the directors or by members holding not less than one-tenth of the voting power. On the other hand, Burnett v. Banks, 130 Cal. App.2d 631, 279 P.2d 579 (1955), assumes nonprofit corporations are governed by Section 2200 (annual meeting requirement).

The staff has followed the new general corporation law in requiring an annual meeting. This is also the law of other jurisdictions applicable to nonprofit corporations. See, e.g., New York N-PCL § 603(a); Ohio Rev. Code § 1702.16; Ill. Gen. NPC Act § 13. See also ALI-ABA Model Nonprofit Corporations Act § 13; Oleck's Proposed Uniform Act § 41; proposed Canadian Act § 11.02. The Pennsylvania Nonprofit Corporation Law of 1972 provides in Section 7755 that, "unless otherwise provided in a bylaw adopted by the members at least one meeting of the members of a corporation which has members, as such, entitled to vote, shall be held in each calendar year for the election of directors."

§ 5614. Quorum

The nonprofit corporation law has always been more liberal than the business corporation law in permitting the bylaws to specify a quorum. Compare Section 2211 of the existing business corporation law with Section 9401(b):

9401. The by-laws of a nonprofit corporation may make provisions for:

\* \* \* \* \*

(b) The requirements of a quorum of directors or members, which may be greater or less than a majority.

The new business corporation law allows the articles to provide a quorum less than a majority but not less than one-third. The staff draft keeps existing nonprofit corporation law, which remains more liberal than the new business corporation law. Other jurisdictions are also quite liberal in permitting the bylaws to alter quorum requirements for nonprofit corporations.

§ 5620. When notice required

Section 9401(a) of the Nonprofit Corporation Law permits the bylaws to dispense with notice of regular meetings. Section 2204 of the existing General Corporation Law accomplishes the same result for business corporations. The new business corporation law, however, requires notice of regular meetings. The report of the Assembly Select Committee on the Revision of the Corporations Code notes that the new law "rejects the concept of implied notice on the ground that it is inadequate to provide shareholders with notice sufficient to enable attendance much less that information which is essential to the exercise of informed judgment."

The staff agrees with this analysis and recommends that the provision permitting a nonprofit corporation to dispense with notice of regular meetings, set out in Section 5620(b), be deleted.

§ 5623. Manner of giving notice

The business corporation law section on which this provision is based, Section 601(b), deals not only with notice of meetings but also with giving of reports. The staff does not believe that the material relating to the giving of reports should be buried here and will resurrect it if it appears that the provisions are necessary or desirable.

The business corporation law provides that, if a corporation does not have the address of a shareholder, it may give notice to the shareholder at the place where the executive office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located. The publication requirement continues existing law. Section 2205. The Commission has previously decided that, in no circumstances, should notice to members of a nonprofit corporation be given by publication. Section 5623 incorporates this decision.

§ 5624. Alternative manner of giving notice

When the Commission considered the manner of giving notice of members' meetings nearly two years ago, it suggested that, as an alternative to the general rule of mailed notice, a provision might be designed to enable nonprofit corporations to adopt a different manner of providing notice in limited situations. Among the suggestions were:

(1) Placing notice in a conspicuous place in the nonprofit corporation's office.

(2) Giving notice at the last meeting of the members.

(3) Putting notice in the organization's regular periodical.

Section 5624 is intended to accomplish these suggestions insofar as is practical.

§ 5640. Form of proxy

Section 604 of the General Corporation Law, on which Section 5640 is based, applies only to corporations with outstanding shares held of record by 100 or more persons whose securities are not registered under Section 12 of the Securities Exchange Act of 1934 or whose securities

are exempt from registration under Section 12(g)(2). Moreover, it applies only where a proxy or written consent is solicited of 10 or more shareholders.

The staff has drafted the section so as to be applicable to all nonprofit corporations.

Respectfully submitted,

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Rough Outline

GENERAL NONPROFIT CORPORATION LAW

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- § 5264. Bylaws relating to meetings

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Article 4. Form of Proxy or Written Consent

- § 5640. Form of proxy or written consent

APPENDIX

Corporations Code § 9401 (repealed)

Corporations Code § 9600 (repealed)

§ 5195. Written or in writing

5195. "Written" or "in writing" includes facsimile and telegraphic communication.

Comment. Section 5195 is the same as Section 195 (General Corporation Law).

§ 5264. Bylaws relating to meetings

5264. The bylaws of a nonprofit corporation may make provisions for:

- (a) The time, place, and manner of calling, giving notice of, and conducting regular and special meetings of members or directors,
- (b) The requirements of a quorum of directors or members.

Comment. Section 5264 continues portions of former Section 9401(a) and (b).

Subdivision (a) permits the bylaws to specify details concerning members' meetings. Absent a designation of the place of members' meetings, members' meetings are held at the principal executive office of the nonprofit corporation, Section 5610 (place of meeting). The bylaws may specify persons authorized to call special meetings of members, Section 5613 (special meetings). The bylaws may specify a manner of giving notice of members' meetings other than that required by Section 5623 (manner of giving notice) in certain limited situations. See Section 5624 (alternative manner of giving notice). The bylaws may dispense with notice of regular members' meetings, Section 5620 (when notice required).

Subdivision (b) permits the bylaws to specify a quorum for members' meetings, which may be greater or less than a majority; absent a specification, a majority of the voting power constitutes a quorum. Section 5614 (quorum).

Note. The staff has not yet drafted provisions relating to meetings of directors.

## CHAPTER 6. MEMBERS' MEETINGS AND CONSENTS

Article 1. Meetings§ 5610. Place of meeting

5610. (a) Meetings of members may be held at such place within or without the state as may be stated in or fixed in accordance with the bylaws.

(b) If no other place is stated or so fixed, member meetings shall be held at the principal executive office of the nonprofit corporation.

Comment. Section 5610 is the same in substance as Section 600(a) (General Corporation Law). It supersedes a portion of former Section 2200 and the first sentence of former Section 2210, which were applicable to nonprofit corporations through former Section 9002. See also Section 5264 (bylaws relating to meetings).

§ 5611. Annual meeting

5611. (a) An annual meeting of members shall be held for the election of directors. Any other proper business may be transacted at the annual meeting.

(b) The annual meeting shall be held on a date and at a time stated in or fixed in accordance with the bylaws.

Comment. Section 5611 is the same in substance as Section 5610(b) (General Corporation Law).

Subdivision (a) continues portions of former Section 2201, which was applicable to nonprofit corporations through former Section 9002.

See Burnett v. Banks, 130 Cal. App.2d 631, 279 P.2d 579 (1955). If business other than election of directors is to be transacted at the annual meeting, notice thereof must be given. Section 5622.

Subdivision (b) supersedes former Section 2200, which was applicable to nonprofit corporations through former Section 9002 and which provided an annual meeting at 11:00 a.m. on the first Tuesday in April, unless otherwise provided in the bylaws. See also Section 5264 (bylaws relating to meetings).

404/401

§ 5612

§ 5612, Failure to hold annual meeting

5612. (a) If there is a failure to hold the annual meeting for a period of 60 days after the date designated therefor or, if no date has been designated, for a period of 15 months after the organization of the nonprofit corporation or after its last annual meeting, the superior court of the proper county may summarily order a meeting to be held upon the application of 50 members or 10 percent of the membership, whichever is smaller, after notice to the nonprofit corporation giving it an opportunity to be heard.

(b) The memberships represented at the meeting, either in person or by proxy, and entitled to vote thereat, shall constitute a quorum for the purpose of the meeting, notwithstanding any provision of the articles or bylaws or in this division to the contrary.

(c) The court may issue such orders as may be appropriate including, without limitation, orders designating the time and place of the

meeting, the record date for determination of members entitled to vote, and the form of notice of the meeting.

Comment. Section 5612 is the same in substance as Section 600(c) (General Corporation Law). It is new to nonprofit corporation law. Subdivision (a) differs from Section 600(c) in that a single member may not require the annual meeting to be held. Subdivision (b) supersedes the quorum provisions of Section 5614. Subdivision (c) supersedes the time and place provisions of Sections 5610 and 5611, the notice provisions of Article 2 (commencing with Section 5620), and the record date provisions of Section 5701.

404/675

§ 5613

§ 5613. Special meetings

5613. (a) Special meetings of the members may be called by any of the following:

- (1) The board.
- (2) The chairman of the board.
- (3) The president.
- (4) Members entitled to cast not less than 10 percent of the votes

at the meeting.

- (5) Such other persons as may be provided in the bylaws.

(b) A special meeting may be called for any purpose whatsoever, but the only business that may be transacted is that which is stated in the notice of the meeting.

Comment. Subdivision (a) of Section 5613 is the same in substance as Section 600(d)(General Corporation Law). It continues former Section 9600 and, in addition, permits special meetings to be called by the chairman of the board, the president, and other persons designated in the articles or bylaws. See also Section 5264 (bylaws relating to meetings).

Subdivision (b) is new. For the contents of the notice of the meeting, see Section 5622.

404/676

§ 5614

§ 5614. Quorum

5614. (a) Unless otherwise provided in the bylaws, a majority of the voting power, represented in person or by proxy, shall constitute a quorum at a meeting of members.

(b) The bylaws may provide that a quorum of members is greater or less than a majority of the voting power.

(c) In the case of a mutual water company, the bylaws shall not provide for a quorum of less than 20 percent of the voting members.

Comment. Subdivision (a) of Section 5614 is comparable to a portion of the first sentence of Section 602(a)(General Corporation Law). Subdivision (b) continues a portion of former Section 9401(b). See also former Section 2211.

Note. The provision relating to mutual water companies is found in existing Corporations Code Section 2211 and is preserved in Section 602(a) of the new law. However, a mutual water company can be a non-profit corporation. Civil Code § 330.25. The staff believes that ultimately there should be a single provision located in the mutual water company law.

§ 5615. Vote required

5615. Except as provided in Section 5617, if a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting and entitled to vote on any matter shall be the act of the members unless the vote of a greater number or voting by classes is required by this division or the articles or bylaws.

Comment. Section 5615 is the same in substance as the second sentence of Section 602(a)(General Corporation Law).

§ 5616. Adjournment absent a quorum

5616. Except as provided in Section 5617, in the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the voting power represented either in person or by proxy, but no other business may be transacted.

Comment. Section 5616 is the same in substance as Section 602(c) (General Corporation Law). It continues provisions of former Section 2213 which were applicable to nonprofit corporations through former Section 9002.

§ 5617. Vote required absent a quorum

5617. The members present at a meeting duly called or held at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the voting power required to constitute a quorum.

Comment. Section 5617 is the same in substance as Section 602(b) (General Corporation Law). It continues provisions of former Section 2212, which were applicable to nonprofit corporations through former Section 9002, and adds the requirement of the vote necessary to take action.

Article 2. Notice of Meetings

§ 5620. When notice required

5620. (a) Except as provided in subdivision (b), whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote thereat.

(b) The bylaws may dispense with notice of all regular members' meetings.

Comment. Subdivision (a) of Section 5620 is the same in substance as the first sentence of Section 601(a)(General Corporation Law). Subdivision (b) continues the second sentence of former Section 9401(a).

Note. The staff has included subdivision (b) only to raise the issue of notice. The staff recommends against inclusion of subdivision (b).

§ 5621. Time of notice

5621. The notice of the meeting shall be given not less than 10 nor more than 60 days before the date of the meeting.

Comment. Section 5621 is the same in substance as a portion of the first sentence of Section 601(a)(General Corporation Law). It supersedes former Section 2206, which was applicable to nonprofit corporations through former Section 9002, and required notice seven days before the meeting unless the bylaws provided otherwise.

§ 5622. Contents of notice

5622. The notice of the meeting shall state all of the following:

(a) The place of the meeting.

(b) The date and hour of the meeting.

(c) In the case of a special meeting, the general nature of the business to be transacted and that no other business may be transacted.

(d) In the case of the annual meeting, those matters which the board, at the time of the mailing of the notice, intends to present for action by the members but that, subject to the provisions of Section 5628, any proper matter may be presented at the meeting for action by the members.

(e) The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of the notice to be presented by management for election and the names of other nominees.

Comment. Section 5622 is the same in substance as the last two sentences of Section 601(a)(General Corporation Law). Subdivisions (a) and (b) continues provisions of former Section 2207, which were applicable to nonprofit corporations through former Section 9002. Subdivisions (c)-(e) supersede the provisions of former Section 2207 that required the notice of meeting to state the general nature of the business to be transacted.

Note. The Commission has tentatively determined that any material sent out by management relating to elections must contain comparable information for challenges to management. The staff has not yet drafted such provisions.

§ 5623. Manner of giving notice

5623. (a) Except as provided in Section 5624, notice of a members' meeting shall be given either personally or by mail or other means of written communication, addressed to the member at the address of the member appearing on the books of the nonprofit corporation or given by the member to the nonprofit corporation for the purpose of notice.

(b) If no address of the member appears or is given, or if the notice is returned to the nonprofit corporation marked by the United States Postal Service to indicate that it is unable to deliver the notice to the member at the address of the member, notice shall be given at the place where the principal executive office is located.

(c) The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

(d) An affidavit of mailing of any notice in accordance with the provisions of this division, executed by the secretary or assistant secretary, shall be prima facie evidence of the giving of the notice.

Comment. Section 5623 is comparable to Section 601(b) (General Corporation Law). It supersedes former Section 2205, which was applicable to nonprofit corporations through former Section 9002. See also Section 5264 (bylaws relating to meetings). Unlike the General Corporation Law provision, Section 5623 does not permit notice of the meetings of a nonprofit corporation by publication nor does it deal with the manner of giving reports.

The mail requirement of Section 5623 refers to first-class mail, postage prepaid. See Section 5113. The provision for other means of written communication includes facsimile and telegraphic communication. See Section 5195.

For an exception to the provisions of Section 5623, see Section 5624 (alternative manner of giving notice).

Note. Section 601(b) of the business corporation law applies to the manner of giving reports as well as to the manner of giving notice. The staff has tentatively determined that the report provisions will be unnecessary for nonprofit corporations. If it later appears they will be necessary, we will include them in a separate provision that is not buried among the meeting statutes.

101/150

§ 5624

§ 5624. Alternative manner of giving notice

5624. If the bylaws of a nonprofit corporation so provide, notice of a members' meeting may be given by any of the following means in lieu of the manner of giving notice provided in Section 5623:

(a) If the nonprofit corporation has less than 500 members, notice may be posted in a conspicuous place in the principal office of the nonprofit corporation for a period of at least two weeks next preceeding the meeting for which the notice is given.

(b) In the case of a nonprofit corporation organized for religious purposes, notice may be read at the last meeting of the congregation if that meeting is at least seven days prior to the meeting for which the notice is given.

(c) Notice may be placed in a regular publication of the nonprofit corporation sent to all members within the time specified in Section 5621.

Comment. Section 5624 is new; it provides an alternative to the notice requirements of Section 5623 for certain nonprofit corporations

if their bylaws so provide. See Section 5264 (bylaws relating to meetings).

Subdivision (a) recognizes the existing practice of many small non-profit corporations. Subdivision (b) recognizes that traditionally religious corporations have given notice of meetings by announcement at the last meeting of the congregation. See R. Tyler, The Law of Religious Societies § 122 (1866). Subdivision (c) provides for those non-profit corporations which send regular publications to their members if the publication is sent between 60 and 10 days preceding the meeting for which the notice is given.

101/152

§ 5625

§ 5625. Notice of special meeting

5625. (a) Upon request in writing to the chairman of the board, president, vice president, or secretary by the members or other persons provided in the bylaws entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time requested by the person or persons calling the meeting, not less than 35 nor more than 60 days after the receipt of the request.

(b) If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may do either of the following:

(1) Give notice of the meeting.

(2) Under the procedure provided in [Section 305(c)], apply to the superior court of the proper county for, and the court shall summarily

order the giving of, the notice. The court may issue such orders as may be appropriate, including without limitation, orders designating the time and place of the meeting, the record date for determination of members entitled to vote, and the form of notice.

Comment. Section 5625 is the same in substance as Section 601(c) (General Corporation Law). It continues provisions of former Section 2203, which were applicable to nonprofit corporations through former Section 9002, with changes to: (1) permit a request for a special meeting to be made on the chairman of the board; (2) increase the time within which the meeting must be held and within which the nonprofit corporation must respond in order to enable the nonprofit corporation to prepare proxy materials; and (3) permit a member to obtain a court order for notice in recognition of the fact that member lists may not be accessible to the person calling the meeting.

Note. The staff has not yet drafted provisions comparable to Section 305(c).

101/153

§ 5626

§ 5626. Notice of adjourned meeting

5626. (a) When a members' meeting is adjourned to another time or place, unless the bylaws otherwise require and except as provided in subdivision (b), notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the nonprofit corporation may transact any business which might have been transacted at the original meeting.

(b) If the adjournment is for more than 45 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Comment. Section 5626 is the same in substance as Section 601(d) (General Corporation Law). It continues provisions of former Section 2208, which were applicable to nonprofit corporations through former Section 9002, but extends the length of time for adjournment without notice from 30 to 45 days.

101/154

§ 5627

§ 5627. Validation of defectively noticed meeting

5627. (a) The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice if all of the following conditions are satisfied:

(1) A quorum is present either in person or by proxy.

(2) Either before or after the meeting, each of the persons entitled to vote who was not present in person or by proxy signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice unless otherwise provided in the bylaws or required by Section 5628.

(3) All waivers, consents, and approvals are filed with the corporate records or made a part of the minutes of the meeting.

(b) Attendance of a person at a meeting constitutes a waiver of notice of the meeting except in either of the following cases:

(1) The person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

(2) The person expressly objects at the meeting to the consideration of matters not included in the notice.

Comment. Section 5627 is the same in substance as Section 601(e) (General Corporation Law). It supersedes provisions of former Sections 2209 and 2210, which were applicable to nonprofit corporations through former Section 9002.

101/155

§ 5628

§ 5628. Notice required for approval of specific proposals

5628. Any member approval at a meeting, pursuant to Sections [310, 902, 1201, 1900, or 2007], other than unanimous approval by those entitled to vote shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice.

Comment. Section 5628 is the same in substance as Section 601(f) (General Corporation Law). It supersedes provisions of former Section 2201, which were applicable to nonprofit corporations through former Section 9002.

Note. The staff has not yet reviewed and drafted comparable sections to replace those referred to in this section.

Article 3. Consents§ 5630. Consent to action without a meeting and prior notice

5630. Unless otherwise provided in the articles or bylaws, any action which may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted.

Comment. Section 5630 is the same in substance as Section 603(a) (General Corporation Law). It supersedes provisions of former Section 2239, which applied to nonprofit corporations through former Section 9002. Section 5630 reduces the former requirement of unanimous consent, subject to the provisions of Sections 5631-5633.

Note. The Commission has tentatively determined to permit membership action by means other than vote at a meeting or written consent. The staff has not yet drafted provisions for alternative means of voting.

§ 5631. Notice required for consent

5631. (a) Unless the consents of all members entitled to vote have been solicited in writing, notice of any corporate action approved by members without a meeting by less than unanimous consent shall be given in the manner provided in Section 5623 to those members entitled to vote who have not consented in writing.

(b) The notice required by subdivision (a) shall be given at least 10 days before the consummation of the action authorized by any member approval pursuant to Section [310, 317, 1201, or 2007], and prompt notice shall be given of the taking of any other corporate action.

Comment. Section 5631 is the same in substance as Section 603(b) (General Corporation Law). It is new to nonprofit corporation law.

Note. The staff has not yet reviewed and drafted comparable provisions to replace those referred to in this section.

101/158

§ 5632

§ 5632. Revocation of consent

5632. (a) A written consent may be revoked by the member giving the consent, a transferee of the membership, a personal representative of the member, or the proxyholder of the member, transferee, or personal representative.

(b) The revocation shall be in writing and is effective upon its receipt by the secretary of the nonprofit corporation.

(c) A revocation may be made prior to the time that written consents by the number of members required to authorize the proposed action have been filed with the secretary of the nonprofit corporation but not thereafter.

Comment. Section 5632 is the same in substance as Section 603(c) (General Corporation Law). It continues provisions of former Section 2217 which were applicable to nonprofit corporations through former Section 9002.

§ 5633. Consents required to elect directors

5633. Notwithstanding Section 5630, directors may not be elected by written consent except by unanimous written consent of all members entitled to vote for the election of directors.

Comment. Section 5633 is the same in substance as Section 603(d) (General Corporation Law). It is new to nonprofit corporation law.

Article 4. Form of Proxy or Written Consent

§ 5640. Form of proxy or written consent

5640. (a) A form of proxy or written consent shall afford an opportunity on the form to specify as to each matter or group of matters (other than election to office) for which the proxy or written consent is solicited, a choice among approval, disapproval, or abstention. Where the person solicited specifies a choice, the membership shall be voted in accordance therewith.

(b) In an election of directors, a form of proxy in which the candidates are named and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

(c) Failure to comply with this section shall not invalidate any corporate action taken but may be the basis for challenging any proxy or written consent, and the superior court may compel compliance therewith at the suit of any member.

Comment. Section 5640 is comparable to Section 604 (General Corporation Law) except that it applies to all nonprofit corporations. It supersedes former Section 2225.5 which was applicable to nonprofit corporations through former Section 9002.

APPENDIXCorporations Code § 9401 (repealed)

9401. The by-laws of a nonprofit corporation may make provisions for:

(a) The time, place, and manner of calling, giving notice of, and conducting regular and special meetings of members or directors, which may be held outside the State. The by-laws may dispense with notice of all regular members' and directors' meetings.

(b) The requirements of a quorum of directors or members, which may be greater or less than a majority.

(c) Subject to any provisions in the articles, the number, time and manner of choosing, qualifications, terms of office, official designations, powers, duties, and compensation of the directors and other officers.

(d) The appointment and authority of executive or other committees of the board of directors.

Comment. Portions of subdivisions (a) and (b) of former Section 9401 are continued in Section 5264. The provision of subdivision (a) permitting members' meetings outside the state is continued in Section 5610 (place of meeting). The provision of subdivision (a) permitting the bylaws to dispense with notice of regular members' meetings is continued in Section 5620 (when notice required). The provision of subdivision (b) permitting the bylaws to set a quorum at greater or less than a majority for meetings of members is continued in Section 5614 (quorum).

Note. The staff has not yet disposed of subdivisions (c) and (d) and those portions of subdivisions (a) and (b) dealing with meetings of directors.

Corporations Code § 9600 (repealed)

9600. Subject to any provisions of the articles or by-laws, meetings of members of nonprofit corporations shall be called and held as may be ordered by the directors or by members holding not less than one-tenth of the voting power of members.

Comment. Former Section 9600 is continued in Section 5613.