

SECOND REGULAR SESSION

# SENATE BILL NO. 556

90TH GENERAL ASSEMBLY

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INTRODUCED BY SENATOR MUELLER.

Pre-filed December 1, 1999, and 1,000 copies ordered printed.

TERRY L. SPIELER, Secretary.

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## AN ACT

To repeal sections 355.561 and 355.596, RSMo 1994, relating to not for profit corporations, and to enact in lieu thereof two new sections relating to the same subject.

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*Be it enacted by the General Assembly of the State of Missouri, as follows:*

Section A. Sections 355.561 and 355.596, RSMo 1994, are repealed and two new sections enacted in lieu thereof, to be known as sections 355.561 and 355.596, to read as follows:

355.561. 1. Unless this chapter, the articles, bylaws, the members acting pursuant to subsection 2 of this section, or the board of directors acting pursuant to subsection 3 of this section, require a greater vote or voting by class, an amendment to a corporation's articles to be adopted must be approved:

(1) By the board if the corporation is a public benefit corporation, **other than a church or a convention or association of churches as described in subsection 6 of this section**, and the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected;

(2) Except as provided in subsection 1 of section 355.556, by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less; and

(3) In writing by any person or persons whose approval is required by a provision of the articles authorized by section 355.606.

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

3. If the board initiates an amendment to the articles or board approval is required by subsection 1 of this section to adopt an amendment to the articles, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or any other basis.

4. 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 355.251. The notice must 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.

5. 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.

**6. An amendment to the articles of a public benefit corporation, which is a church or a convention or association of churches, to be adopted must be approved:**

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

**(2) In writing by any person or persons whose approval is required by a provision of the articles or bylaws authorized by section 355.606.**

355.596. 1. Unless this chapter, the articles, bylaws, the members acting pursuant to subsection 2 of this section, or the board of directors acting pursuant to subsection 3 of this section, require a greater vote or voting by class, an amendment to a corporation's bylaws to be adopted must be approved:

(1) By the board if the corporation is a public benefit corporation, **other than a church or a convention or association of churches as described in subsection 6 of this section**, and the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected;

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

(3) In writing by any person or persons whose approval is required by a provision of the articles authorized by section 355.606.

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

3. If the board initiates an amendment to the bylaws or board approval is required by subsection 1 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.

4. 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 355.251. 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.

5. 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.

**6. An amendment to the bylaws of a public benefit corporation, which is a church or a convention or association of churches, to be adopted must be approved:**

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

**(2) In writing by any person or persons whose approval is required by a provision of the bylaws authorized by section 355.606.**

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