

### **504A.35 Procedure to amend articles of incorporation.**

Amendments to the articles of incorporation shall be made in the following manner:

1. Where there are members entitled to vote thereon, the board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote thereon which may be either an annual or a special meeting. Unless otherwise provided in the articles of incorporation, upon the written request of at least five percent of the members entitled to vote on amendments to articles of incorporation, the board of directors shall adopt a resolution setting forth the amendment proposed by such members and directing that it be submitted to the next meeting of the members entitled to vote thereon held not less than ninety days after the date of the filing of the request of the members with the secretary of the corporation. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in this chapter for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.
2. Where there are no members, or no members entitled to vote thereon, an amendment shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office.

Any number of amendments may be submitted and voted upon at any one meeting.

[C66, 71, 73, 75, 77, 79, 81, § 504A.35]