

### **524.1503 Voting on amendments by voting groups.**

1. The holders of the outstanding shares of a class are entitled to vote as a separate voting group on a proposed amendment if the amendment does any of the following:

- a.* Increases or decreases the aggregate number of authorized shares of the class.
- b.* Increases or decreases the par value of the shares of the class.
- c.* Effects an exchange or reclassification of all or part of the shares of the class into shares of another class or effects a cancellation of all or part of the shares of the class.
- d.* Effects an exchange or reclassification, or creates the right of exchange, of all or part of the shares of another class into shares of that class.
- e.* Changes the designation, rights, preferences, or limitations of all or part of the shares of the class.
- f.* Changes the shares of all or part of the class into a different number of shares of the same class.
- g.* Creates a new class of shares having rights or preferences with respect to distributions or to dissolution that are prior, superior, or substantially equal to the shares of the class.
- h.* Increases the rights, preferences, or number of authorized shares of any class that, after giving effect to the amendment, have rights or preferences with respect to distributions or to dissolution that are prior, superior, or substantially equal to the shares of the class.
- i.* Limits or denies an existing preemptive right of all or part of the shares of the class.
- j.* Cancels or otherwise affects rights to distributions or dividends that have accumulated but not yet been declared on all or part of the shares of the class.

2. If a proposed amendment would affect a series of a class of shares in one or more of the ways described in subsection 1, the shares of that series are entitled to vote as a separate voting group on the proposed amendment.

3. If a proposed amendment that entitles two or more series of shares to vote as separate voting groups under this section would affect those two or more series in the same or a substantially similar way, the shares of all the series so affected must vote together as a single voting group on the proposed amendment.

4. A class or series of shares is entitled to the voting rights granted by this section although the articles of incorporation provide that the shares are nonvoting shares.

[C71, 73, 75, 77, 79, 81, § 524.1503]

95 Acts, ch 148, §128