

**524.1502 Procedure to amend.**

1. An amendment of the articles of incorporation shall be proposed by adoption of a resolution by the board of directors, directing that it be submitted to a vote at a meeting of shareholders called in the manner required by [section 524.533](#).

2. The resolution proposing an amendment or amendments shall contain the language of each amendment by setting forth in full the articles of incorporation as they would be amended or any provision thereof as it would be amended or by setting forth in full any matter to be added to or deleted from the articles of incorporation. A copy of the resolution or a summary thereof shall be included with the notice of the meeting required for the vote of the shareholders.

3. Adoption of each amendment shall require the affirmative vote of the holders of a majority of the shares entitled to vote thereon and, if any class or series is entitled to vote on the amendment as a separate group, the affirmative vote of the holders of a majority of the shares of each class or series entitled to vote on the amendment by that separate group.

[C35, §9283-f11, -f12, -f13; C39, §**9283.39**, **9283.40**, **9283.41**; C46, 50, 54, 58, 62, 66, §528.124, 528.125, 528.126; C71, 73, 75, 77, 79, 81, §524.1502]

[2022 Acts, ch 1062, §135](#)

Referred to in [§524.312](#)