

189—12.6(533) Vote to amend bylaws or articles of incorporation.

12.6(1) Requirements. Voting on amendments of bylaws and articles of incorporation shall be conducted in accordance with Iowa Code section 533.201. All amendments shall be approved by the superintendent before the amendments become effective.

12.6(2) Vote by board of directors. If the board of directors has elected upon a favorable vote of the majority that the board of directors shall vote on the amendment, then the amendment is adopted by a favorable vote of the majority of the board.

12.6(3) Membership vote. The board of directors may vote to conduct the vote on the amendment by a method other than a majority vote of the board of directors, as provided in Iowa Code section 533.201.

12.6(4) Election committee. If the board of directors votes to conduct the vote on the amendment by a method other than a majority vote of the board of directors, as provided in Iowa Code section 533.201, then the board shall appoint an election committee of not fewer than five members, none of whom may be directors.

12.6(5) Preservation of ballots. Ballots shall be preserved according to the requirements of rule 189—12.11(533). The 60-day retention period required by subrule 12.11(2) shall run from the date of final approval or denial of the amendment by the superintendent.

12.6(6) Submission to superintendent. The board of directors shall submit the amendment to the superintendent for approval before the amendment becomes effective. The board shall submit the following documentation in support of its request for approval:

a. A certified copy of the board minutes which contain the recommendation to submit the amendment to a vote of the membership.

b. A certified copy of the notices provided to members.

c. A certified copy of any ballots provided to members.

d. A certified statement, including the vote count, that a majority of the eligible members voted in favor of the proposed amendment.

12.6(7) Publication of results. The board shall inform the membership of the results of the vote and whether the amendment received the approval of the superintendent, according to the provisions of rule 189—12.12(533). The 60-day posting period required by subrule 12.12(1) shall run from the date of final approval or denial of the amendment by the superintendent.

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