

**NONPROFIT CORPORATION ACT (EXCERPT)**  
**Act 162 of 1982**

**450.2611 Amendment of articles by incorporation; amendment without shareholder or member action; manner of adoption; notice of meeting; vote on proposed amendment; requirements; adoption; number of amendments acted upon at 1 meeting; certificate of amendment.**

Sec. 611.

(1) The articles of incorporation may be amended by either of the following:

(a) Before the first meeting of the board, the incorporators by complying with section 631(1).

(b) If the corporation is organized on a stock or membership basis and has not yet issued shares or memberships or accepted any written subscription for shares or memberships, the board of directors by complying with section 631(2).

(2) Unless the articles of incorporation provide otherwise, the board of a corporation that is organized on a stock or membership basis may adopt 1 or more of the following amendments to its articles of incorporation without shareholder or member action:

(a) Extend the duration of the corporation if it was incorporated at a time when limited duration was required by law.

(b) Delete the names and addresses of the initial directors.

(c) Delete the name and address of a prior resident agent, if a statement of change is on file with the administrator.

(d) Delete descriptions of the property of the corporation or its value.

(e) Change each issued and unissued authorized share of an outstanding class into a greater number of whole shares if the corporation has only shares of that class outstanding.

(f) Change the corporate name by adding, deleting, or changing the word "corporation", "incorporated", "company", "limited", "association", or "society" or the abbreviation "corp.", "inc.", "co.", "ltd.", or "assn.", or a similar word or abbreviation in the corporate name, or by adding, deleting, or changing a geographical attribution for the corporate name.

(g) Any other change that is expressly permitted under this act to be made without shareholder or member approval.

(3) Except for an amendment described in subsections (1) and (2) and except as otherwise provided in this act, a corporation must adopt any amendment to the articles of incorporation in 1 of the following manners:

(a) If the corporation is organized on a membership basis, by a vote of the members that are entitled to vote on the amendment.

(b) If the corporation is organized on a stock basis, by a vote of the shareholders that are entitled to vote on the amendment.

(c) If the corporation is organized on a directorship basis, unless the articles of incorporation specify a different manner, by a vote of the directors.

(4) A corporation or a member, shareholder, or director that proposes an amendment to the articles of incorporation shall give notice of a meeting to consider an amendment to the articles of incorporation to each member, shareholder, or director that is entitled to vote on the amendment, as applicable. The notice shall contain the proposed amendment or a summary of the changes that will occur if the amendment is adopted. The corporation or a member, shareholder, or director that proposes an amendment to the articles of incorporation shall provide the notice within the time and in the manner provided in this act for giving notice of meetings of shareholders, members, or directors, except that, in the case of a corporation that is organized on a directorship basis, the notice of the meeting shall be given to each director who is then in office at least 10 days before the meeting.

(5) At a meeting to consider an amendment to the articles of incorporation, a vote of shareholders, members, or directors entitled to vote shall be taken on the proposed amendment. The proposed amendment is approved if a majority of the votes that are held by shareholders or members entitled to vote on the proposed amendment are cast in favor of the amendment or, in the case of a corporation that is organized on a directorship basis, if it receives the affirmative vote of a majority of the directors then in office. If any class of shares or members is entitled to vote on the proposed amendment as a class, a majority of the votes that are held by shareholders or members of that class must also be cast in favor of the amendment to approve it. The voting requirements of this section are subject to any greater requirements under this act for specific amendments, or as provided in the articles of incorporation or bylaws. In addition, unless a greater vote is required in the articles of incorporation, or in a bylaw adopted by the shareholders, members, or directors of a corporation that is organized on a directorship basis, the proposed amendment is approved if a majority of the votes cast by members or shareholders present in person, by proxy, or by electronic transmission at the meeting are cast in favor of the amendment and, if any class of shares or members

is entitled to vote on the proposed amendment as a class, a majority of the votes held by shareholders or members of each of those classes that are present in person, by proxy, or by electronic transmission at the meeting are cast in favor of the amendment, or a majority of a quorum of the board of directors of a corporation that is organized on a directorship basis vote in favor of the amendment, if due notice of the time, place, and object of the meeting was given by mail, at the last known address, to each shareholder, member, or director entitled to vote at least 20 days before the date of the meeting or by publication in a publication distributed by the corporation to its shareholders or members at least 20 days before the date of the meeting.

(6) The shareholders, members, or directors may act on any number of amendments at 1 meeting.

(7) If an amendment to the articles of incorporation is adopted, the corporation shall file a certificate of amendment as provided in section 631.

**History:** 1982, Act 162, Eff. Jan. 1, 1983 ;-- Am. 1984, Act 209, Eff. Nov. 1, 1985 ;-- Am. 2008, Act 222, Imd. Eff. July 16, 2008 ;-- Am. 2014, Act 557, Imd. Eff. Jan. 15, 2015