

**17-6506. Quorum; votes necessary to transact business.** Subject to the provisions of this code with respect to the vote that shall be required for a specified action, the articles of incorporation or bylaws of any corporation authorized to issue stock may specify the number of shares or the amount of other securities, or both, having voting power, the holders of which shall be present or represented by proxy at any meeting in order to constitute a quorum for, and the votes that shall be necessary for, the transaction of any business, but in no event shall a quorum consist of holders of less than 1/3 of the shares entitled to vote at the meeting, except that, where a separate vote by the holders of one or more than one class or series is required, a quorum shall consist of no less than 1/3 of the holders of the shares of such class or series. In the absence of such specification in the articles of incorporation or bylaws of the corporation:

- (a) The holders of a majority of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at a meeting of stockholders;
- (b) in all matters other than the election of directors, the affirmative vote of the holders of a majority of shares who are present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders;
- (c) directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors; and
- (d) where a separate vote by one or more than one class or series is required, the holders of a majority of the outstanding shares of such class or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter and, in all matters other than the election of directors, the affirmative vote of the holders of a majority of shares of such class or series who are present in person or represented by proxy at the meeting shall be the act of such class or series. A bylaw amendment adopted by the stockholders which specifies the votes that shall be necessary for the election of directors shall not be further amended or repealed by the board of directors.

**History:** L. 1972, ch. 52, § 59; L. 1988, ch. 99, § 25; Revived and amend., L. 1988, ch. 100, § 25; L. 1992, ch. 270, § 10; L. 2004, ch. 143, § 31; L. 2016, ch. 110, § 51; July 1.