

271B.10-030 Amendment by board of directors and shareholders.

- (1) A corporation's board of directors may propose one (1) or more amendments to the articles of incorporation for submission to the shareholders.
- (2) For the amendment to be adopted:
 - (a) The board of directors shall recommend the amendment to the shareholders unless the board of directors determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment; and
 - (b) The shareholders entitled to vote on the amendment shall approve the amendment as provided in subsection (5) of this section.
- (3) The board of directors may condition its submission of the proposed amendment on any basis.
- (4) The corporation shall notify each shareholder, whether or not entitled to vote, of the proposed shareholder's meeting in accordance with KRS 271B.7-050. The notice of meeting shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.
- (5) Unless this chapter, the articles of incorporation, or the board of directors (acting pursuant to subsection (3) of this section) requires a greater vote or a vote by voting groups, the amendment to be adopted shall be approved by:
 - (a) A majority of the votes entitled to be cast on the amendment by any voting group with respect to which the amendment would create dissenters' rights; and
 - (b) The votes required by KRS 271B.7-250 and 271B.7-260 by every other voting group entitled to vote on the amendment.

Effective: January 1, 1989

History: Created 1988 Ky. Acts ch. 23, sec. 105, effective January 1, 1989.