

## §709. Committees

**1. Executive committee.** If the articles of incorporation or the bylaws so provide, the board of directors, by a resolution adopted by a majority of the full board of directors, may designate from among its members an executive committee consisting of 2 or more directors, and may delegate to such executive committee all the authority of the board of directors, except that no such executive committee shall have or exercise the authority of the board of directors to:

A. Amend the articles of incorporation; [PL 1977, c. 525, §13 (NEW).]

B. Adopt a plan of merger or consolidation; [PL 1977, c. 525, §13 (NEW).]

C. Recommend to the members the sale or other disposition of all or substantially all of the property and assets of the corporation other than in the usual course of its business; [PL 1977, c. 525, §13 (NEW).]

D. Recommend to the members voluntary dissolution of the corporation or revocation of such dissolution; or [PL 1977, c. 525, §13 (NEW).]

E. Amend the bylaws of the corporation. [PL 1977, c. 525, §13 (NEW).]  
[PL 1981, c. 307, §1 (AMD).]

**1-A. Other committees.** If the articles of incorporation or the bylaws so provide, the board of directors may designate such other committees as the board deems necessary, which committees may consist of either members of the board or other persons as designated in the bylaw or resolution authorizing that committee.

[PL 1981, c. 307, §2 (NEW).]

**2. Designation to committee.** The designation of any such committee and the delegation to it of authority shall not relieve the board of directors, or any member thereof, of any responsibility imposed by law.

[PL 1977, c. 525, §13 (NEW).]

**3. Conduct of meetings.** So far as applicable, the provision of this chapter relating to the conduct of meetings of the board of directors shall govern meetings of the executive or other committees.

[PL 1977, c. 525, §13 (NEW).]

**4. Board of directors may appoint alternate.** At the time an executive committee or any other committee is created, or at any time thereafter, the board of directors may designate one or more alternate members of such committee, and may specify their order of preference, provided that alternate members of an executive committee may be designated only from among members of the board of directors. Each such alternate member may attend all meetings of the committee, but shall be without vote unless one or more of the regularly designated members of such committee fails to attend a meeting. In the absence of one or more of the regular members of the committee, such alternate member or members may be counted toward a quorum and may vote as though they were regular members of the committee. In the event that there are more alternate committee members present than there are absent regular committee members, the alternate members shall have the right to vote in the order of preference specified by the directors in designating them or, if no order of preference was specified, in the order of their appointment or their listing in a single appointment.

[PL 1981, c. 470, Pt. B, §3 (AMD).]

### SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 1981, c. 307, §§1-3 (AMD). PL 1981, c. 470, §B3 (AMD).

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