

ANALYSIS BY ANNE RANDALL STEWART:

In December, 2009, the RCSC board voted to remove the 100-member quorum number for membership meetings designated in the bylaws. By removing the number “100”, the RCSC board left the quorum number mute, which then triggers ARS 10-3722 that states if it is mute then the quorum number becomes “one-tenth of the votes entitled to be cast”, which currently would be approximately 3600. That’s an increase in the membership quorum which is not allowed according to ARS 10-1021 which states “A bylaw that fixes a greater quorum or voting requirement for shareholders under subsection A shall not be adopted, amended or repealed by the board of directors.”

Chapter 30 MEMBERS' MEETINGS AND VOTING-NONPROFIT CORPORATIONS

<http://www.azleg.gov/ars/10/03722.htm>

10-3722. [Quorum requirements](#)

Unless chapters 24 through 40 of this title or the articles of incorporation provide for a higher or lower quorum the bylaws may provide the number or percentage of members entitled to vote, present or represented by proxy, or the number or percentage of votes entitled to be cast by members present or represented by proxy, that shall constitute a quorum at a meeting of members. In the absence of that provision, members, present or represented by proxy, holding one-tenth of the votes entitled to be cast, shall constitute a quorum.

Chapter 10 AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

<http://www.azleg.gov/FormatDocument.asp?inDoc=/ars/10/01021.htm&Title=10&DocType=ARS>

10-1021. [Bylaw increasing quorum or voting requirement for shareholders](#)

A. If authorized by the articles of incorporation, the shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders, or voting groups of shareholders, than is required by chapters 1 through 17 of this title. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and shall be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

B. A bylaw that fixes a greater quorum or voting requirement for shareholders under subsection A shall not be adopted, amended or repealed by the board of directors.

Chapter 33 AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS-NONPROFIT CORPORATIONS
Article 2 Bylaws

<http://www.azleg.gov/ars/10/11023.htm>

10-11023. [Bylaw increasing quorum or voting requirement for members](#)

A. If authorized by the articles of incorporation, members may adopt or amend a bylaw that fixes a greater quorum or voting requirement for members, or of classes of members, than is required by chapters 24 through 40 of this title. The adoption or amendment of a bylaw that adds, changes or deletes a greater quorum or voting requirement for members shall meet the same quorum requirement and shall be adopted by the same vote and classes of members required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

B. A bylaw that fixes a greater quorum or voting requirement for members under subsection A shall not be adopted, amended or repealed by the board of directors.

Chapter 7 SHAREHOLDERS

<http://www.azleg.gov/ars/10/00727.htm>

10-727. Greater quorum or voting requirements

A. The articles of incorporation may provide for a greater quorum or voting requirement for shareholders or voting groups of shareholders than is provided for by chapters 1 through 17 of this title.

B. An amendment to the articles of incorporation that adds, changes or deletes a greater quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.