

- [Ohio Revised Code](#)
- » [Title \[17\] XVII CORPORATIONS - PARTNERSHIPS](#)
- » [Chapter 1702: NONPROFIT CORPORATION LAW](#)

1702.17 Meetings of voting members - calling and place of meeting.

(A) Meetings of voting members may be called by any of the following:

- (1) The chairperson of the board, the president, or, in case of the president's absence, death, or disability, the vice-president authorized to exercise the authority of the president;
- (2) The directors by action at a meeting, or a majority of the directors acting without a meeting;
- (3) The lesser of (a) ten per cent of the voting members or (b) twenty-five of the voting members, unless the articles or the regulations specify for such purpose a smaller or larger proportion or number, but not in excess of fifty per cent of the voting members;
- (4) Any other officers or persons that the articles or the regulations authorize to call such meetings.

(B) If so provided in the articles or the regulations, meetings of voting members may be held either within or without this state or solely by means of authorized communications equipment.

(C) Unless the articles or regulations provide otherwise, the voting members and proxyholders who are not physically present at a meeting of voting members may attend the meeting by the use of authorized communications equipment that enables the voting members and proxyholders an opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any voting member who uses authorized communications equipment under this division is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communications equipment. The directors may adopt procedures and guidelines for the use of authorized communications equipment in connection with a meeting of voting members to permit the corporation to verify that a person is a voting member or proxyholder and to maintain a record of any vote or other action taken at the meeting.

1702.20 Voting.

(A) Except as otherwise provided in the articles or the regulations, each member, regardless of class, shall be entitled to one vote on each matter properly submitted to the members for their vote, consent, waiver, release, or other action.

(B) Unless the articles or the regulations provide otherwise, voting at elections and votes on other matters may be conducted by mail or by the use of authorized communications equipment.

(C) Participation by a member in a meeting through the use of any of the means of communication described in division (B) of this section constitutes presence in person of that member at the meeting. The directors may adopt procedures and guidelines for the use of authorized communications equipment to permit the corporation to verify that a person is a voting member and to maintain a record of any vote.

(D) Unless the articles or the regulations otherwise provide, no member who is a natural person shall vote or act by proxy.

1702.22 Quorum of voting members.

Unless the articles or the regulations otherwise provide:

(A)

(1) The voting members present in person , by the use of authorized communications equipment, by mail, or, if permitted, by proxy at any meeting of voting members shall constitute a quorum for the meeting.

(2) The affirmative vote of a majority of the voting members present at a meeting at which a quorum is present as provided in division (A)(1) of this section shall be necessary for the authorization or taking of any action voted upon by the members, except that no action required by law, the articles, or the regulations to be authorized or taken by a specified proportion or number of the voting members or of any class of voting members may be authorized or taken by a lesser proportion or number.

(B) A majority of the voting members present at a meeting, whether or not a quorum is present, may adjourn the meeting from time to time.