

§ 55A-7-02. Special meeting.

(a) A corporation with members shall hold a special meeting of members in any of the following circumstances:

- (1) On call of its board of directors or the person or persons authorized to do so by the articles of incorporation or bylaws.
- (2) Within 30 days after the holders of at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

(b) If not otherwise fixed under G.S. 55A-7-03 or G.S. 55A-7-07, the record date for determining members entitled to demand a special meeting is the date the first member signs the demand.

(c) Special meetings of members may be held (i) in person in or out of this State at the place stated in or fixed in accordance with the bylaws or (ii) by means of remote communication as provided in G.S. 55A-7-09. If no place is stated or fixed in accordance with the bylaws, in-person special meetings shall be held at the corporation's principal office.

(d) Only those matters that are within the purpose or purposes described in the meeting notice required by G.S. 55A-7-05 may be acted upon at a special meeting of members. (1955, c. 1230; 1993, c. 398, s. 1; 2021-162, s. 2(g).)