

RCW 23B.10.200 Amendment of bylaws by board of directors or shareholders. (1) A corporation's board of directors, subject to the limitations set forth in *RCW 23B.02.060(4), may amend or repeal the corporation's bylaws, or adopt new bylaws, except to the extent that:

(a) This power is reserved exclusively to the shareholders pursuant to the articles of incorporation or a shareholders' agreement authorized by RCW 23B.07.320, or pursuant to RCW 23B.10.205, 23B.10.210, or any other provision of this title; or

(b) The shareholders, in amending, repealing, or adopting a particular bylaw under subsection (2) of this section, provide expressly that the board of directors may not amend or repeal that bylaw.

(2) A corporation's shareholders, subject to the limitations set forth in *RCW 23B.02.060(4), may amend or repeal the corporation's bylaws, or adopt new bylaws, even though the bylaws may also be amended or repealed, or new bylaws may also be adopted, by its board of directors. [2011 c 328 § 3; 2009 c 189 § 35; 2007 c 467 § 7; 1989 c 165 § 129.]

***Reviser's note:** RCW 23B.02.060 was amended by 2020 c 194 § 3, changing subsection (4) to subsection (2).