

**RCW 24.03A.695 Bylaw amendments requiring member approval. (1)**

Except as provided in the articles or bylaws, the board of a membership corporation that has one or more members may not, without approval of the class or classes of members affected, adopt or amend a provision of the bylaws:

(a) That would eliminate any existing right, power, or privilege of membership contained in the bylaws;

(b) Under RCW 24.03A.345, providing that some of the members have different rights or obligations than other members with respect to voting, dissolution, transfer of memberships[,] or other matters;

(c) Under RCW 24.03A.360, levying dues, assessments, or fees on some or all of the members;

(d) Under RCW 24.03A.375, relating to the termination or suspension of members; or

(e) Under RCW 24.03A.380, authorizing the purchase of memberships.

(2) The board of a membership corporation that has members may not amend the articles or bylaws without approval of every class or classes of members affected to vary the application of subsection (1) of this section to the corporation.

(3) If a nonprofit corporation has more than one class of members, then the members of a class are entitled to vote as a separate voting group on an amendment to the bylaws that:

(a) Is described in subsection (1) of this section, if the amendment would affect the members of that class differently than the members of another class; or

(b) Has any of the effects described in RCW 24.03A.655(1)(j).

(4) If a class of members will be divided into two or more classes by an amendment to the bylaws, then the amendment must be approved by a majority of the members of each class that will be created. [2021 c 176 § 3112.]

**Effective date—2021 c 176:** See note following RCW 24.03A.005.