WEST VIRGINIA CODE: §31E-7-724

§31E-7-724. Quorum and voting requirements.

(a) Members entitled to vote on a matter may take action on the matter at a meeting only if a quorum of those members exists with respect to that matter. If there are no members entitled to vote as a separate class, unless this chapter, the articles of incorporation or bylaws provide otherwise, the members entitled to vote on the matter who are present at the meeting, either in person or by proxy, if voting by proxy is permitted pursuant to section seven hundred twenty-two of this article, constitute a quorum for action on the matter. If there are members entitled to vote on a matter as a separate class, the members entitled to vote as a separate class may take action on the matter at a meeting only if a quorum of that class exists with respect to that matter. Unless this chapter, the articles of incorporation or bylaws provide otherwise, the members of a class entitled to vote on the matter who are present at the meeting, either in person or by proxy, if voting by proxy is permitted pursuant to section seven hundred twenty-two of this article constitute a quorum of that class for action on that matter.

(b) Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

(c) Where any of this chapter, requires for any purpose the vote of a designated proportion of the voting power of members entitled to vote on a matter, or of the members of any particular class entitled to vote on a matter as a class, if a quorum exists, action on the matter, other than the election of directors, by these members or by the members of a class, is approved if the votes cast favoring the action by the members voting or by the members of a class voting, are in a designated proportion of the total votes cast by the members or by the members of a class, unless the articles of incorporation require a greater vote.

(d) Where subsection (c) of this section is not applicable, if a quorum exists, action on a matter, other than the election of directors, by the members entitled to vote on the matter, or by the members of any particular class entitled to vote on the matter as a class, is approved if the votes cast by the members voting, or by the members of a class voting, favoring the action exceed the votes cast by the members, or by the members of a class, opposing the action, unless the articles of incorporation require a greater vote.

(e) An amendment of the articles of incorporation adding, changing or deleting a voting requirement is governed by section seven hundred twenty-six of this article. An amendment of the articles of incorporation or bylaws adding, changing or deleting a quorum requirement is governed by section seven hundred twenty-six of this article.

(f) The election of directors is governed by section seven hundred twenty-seven of this article.

WV Legislature