

**17-6518. Actions taken without meeting, notice or vote, if written consent given; procedures and consent form; certification of consent.** (a) Unless otherwise provided in the articles of incorporation, any action required by this act to be taken at any annual or special meeting of stockholders of a corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, are signed by all the holders of outstanding stock entitled to vote. Such consent or consents shall be delivered to the corporation by delivery to its registered office in this state, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded.

(b) Unless otherwise provided in the articles of incorporation, any action required by this act to be taken at a meeting of the members of a nonstock corporation, or any action which may be taken at any meeting of the members of a nonstock corporation, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, are signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote were present and voted and shall be delivered to the corporation by delivery to its registered office in this state, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded.

(c) Every written consent shall bear the date of signature of each stockholder or member who signs the consent or consents, and no written consent shall be effective to take the corporate action referred to in the consent or consents unless, within 60 days of the earliest dated consent delivered in the manner required by this section to the corporation, written consent signed by a sufficient number of holders or members to take action are delivered to the corporation by delivery to its registered office in this state, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders or members are recorded.

(d) (1) A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder, member or proxy holder, or by a person or persons authorized to act for a stockholder, member or proxy holder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine: (A) That the telegram, cablegram or other electronic transmission was transmitted by the stockholder, member or proxy holder or by a person or persons authorized to act for the stockholder, member or proxy holder; and (B) the date on which such stockholder, member or proxy holder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent or consents were signed. No consent or consents given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent or consents are reproduced in paper form and until such paper form shall be delivered to the corporation by delivery to its registered office in this state, its principal place of business or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders or members are recorded. Notwithstanding the foregoing limitations on delivery, any consent or consents given by telegram, cablegram or other electronic transmission, may be otherwise delivered to the principal place of business of the corporation or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded if, to the extent and in the manner provided by resolution of the board of directors or governing body of the corporation.

(2) Any copy, facsimile or other reliable reproduction of a consent or consents in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

(e) Prompt notice of the taking of nonstock corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that a written consent or consents signed by a sufficient number of members to take the action were delivered to the corporation as provided in subsection (c). In the event that the action which is consented to is such as would have required the filing of a certificate under any other section of this act, if such action had been voted on by members at a meeting thereof, the certificate filed under such other section shall state, in lieu of any statement required by such section concerning any vote of members, that written consent has been given in accordance with the provisions of this section.

**History:** L. 1972, ch. 52, § 71; L. 1973, ch. 100, § 5; L. 2004, ch. 143, § 42; L. 2007, ch. 59, § 1; July 1.