

**490.1402 Dissolution by board of directors and shareholders.**

1. A corporation's board of directors may propose dissolution for submission to the shareholders.

2. For a proposal to dissolve to be adopted both of the following must apply:

a. (1) The board of directors must recommend dissolution to the shareholders unless any of the following apply:

(a) The board of directors determines that because of conflict of interest or other special circumstances it should make no recommendation.

(b) [Section 490.826](#) applies.

(2) If paragraph "a", subparagraph (1) or (2), applies, it must communicate the basis for so proceeding.

b. The shareholders entitled to vote must approve the proposal to dissolve as provided in [subsection 5](#).

3. The board of directors may condition its submission of the proposal for dissolution on any basis.

4. The corporation shall notify each shareholder, whether or not entitled to vote, of the proposed shareholders' meeting. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolving the corporation.

5. Unless the articles of incorporation, bylaws, or the board of directors acting pursuant to [subsection 3](#) requires a greater vote, a greater number of shares to be present, or a vote by voting groups, adoption of the proposal to dissolve shall require the approval of the shareholders at a meeting at which the quorum consisting of at least a majority of the votes entitled to be cast exists.

[89 Acts, ch 288, §146](#); [2002 Acts, ch 1154, §90, 125](#); [2013 Acts, ch 31, §67, 82](#)